

ST. JOHNS COUNTY BOARD OF COUNTY COMMISSIONERS
RESOLUTION NO. 98-191
A DEVELOPMENT ORDER
FOR
MARSHALL CREEK
A DEVELOPMENT OF REGIONAL IMPACT

LET IT BE KNOWN that, pursuant to Section 380.06 of the Florida Statutes, the St. Johns County Board of County Commissioners has heard at a public hearing convened on October 13, 1998, the Application for Development Approval for Marshall Creek, which consists of 1,343 acres to be developed in the manner described in the Application and Response to Request for Additional Information filed by Hines Interest Limited Partnership for said development; and

WHEREAS, the Board of County Commissioners of St. Johns County has considered the report and recommendations of the Northeast Florida Regional Planning Council, the St. Johns County staff, the documents and comments upon the record made before the St. Johns County Board of County Commissioners; and

WHEREAS, the Marshall Creek Development of Regional Impact (DRI) is a proposed mixed use development on approximately 1,343 acres located near St. Augustine in St. Johns County, Florida; and

WHEREAS, Hines Interests Limited Partnership, hereinafter referred to as the "Applicant" or the "Developer", filed an Application for Development Approval dated January 14, 1998, as amended on September 10, 1998 (ADA), pursuant to Section 380.06, Florida Statutes (F.S.), for the Marshall Creek DRI on certain real

property more specifically described in the attached Exhibit 1, (the "DRI Property"); and

WHEREAS, Genesis, Ltd. is the owner of the DRI Property and has duly authorized the Applicant to file the ADA and obtain a development order for the DRI Property; and

WHEREAS, the authorized agent for the Applicant is Prosser, Hallock & Kristoff, Inc., 8101 Phillips Highway, Suite One, Jacksonville, Florida 32256-7457; and

WHEREAS, the Applicant has duly provided complete copies of the ADA and all information for a sufficiency response to the Florida Department of Community Affairs, Northeast Florida Regional Planning Council, and St. Johns County; and

WHEREAS, the proposed DRI does not require an amendment to the County's Comprehensive Plan; and

WHEREAS, the ADA was reviewed by the Northeast Florida Regional Planning Council as required by Section 380.06, F.S. (1997), and the Council recommended that the Application be approved, with conditions; and

WHEREAS, the St. Johns County Board of County Commissioners has duly noticed and on October 13, 1998, held a public hearing on the application as required by Section 380.06, F.S., and afforded the public and all affected parties an opportunity to be heard and to present evidence; and

WHEREAS, implementation of the Master Plan for Marshall Creek will create a variety of distinct residential neighborhoods or villages buffered from one another by preserved wetlands, uplands and the golf course with access linkages to a village center

conveniently located within walking or biking distance of many of the residential neighborhoods; and

WHEREAS, the village center, with its recreational, civic and commercial uses, including the golf course clubhouse, sales center, and swim and tennis facility, as well as various housing options, will ultimately be a community focal point and will provide an identity for the project and a community gathering destination for its residents and visitors; and

WHEREAS, the Developer is seeking to provide a high quality of life for families within Marshall Creek while protecting the beauty and benefit of the natural characteristics of the property for future generations; and

WHEREAS, The Developer has assembled a team of engineers, environmental consultants, architects and planners with a history of environmental sensitivity and is committed to design and develop joint strategies with permitting agencies and local government to ensure the protection of water quality of the adjacent Tolomato River and Marshall Creek.

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. The proposed DRI is not in an area designated as an Area of Critical State Concern pursuant to the provisions of Section 380.05, F.S.

2. The proposed DRI is consistent with the State Comprehensive Plan.

3. The proposed DRI is consistent with the Strategic Regional Policy Plan adopted by the Northeast Florida Regional Planning Council.

4. The proposed DRI is consistent with the St. Johns County Comprehensive Plan 1990-2005 and St. Johns County land development regulations.

5. The proposed DRI is consistent with the Assessment Report and Recommendations of the Northeast Florida Regional Planning Council issued pursuant to Section 380.06, F.S.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of St. Johns County, Florida, in public hearing duly constituted and assembled on October 13, 1998, that the Application for Development Approval for the Marshall Creek DRI is hereby approved, subject to the following terms and conditions:

GENERAL CONDITIONS

1. Application For Development Approval. The DRI shall be developed in accordance with the information, plans and commitments contained in (1) the Marshall Creek DRI ADA dated January 14, 1998, (2) the ADA sufficiency information response dated April 17, 1998, (3) the Master Plan, Map H, dated September 3, 1998, attached as Exhibit 2, and (4) the amendments to the ADA and the ADA sufficiency information response submitted on September 10, 1998 submitted by the Applicant as part of the DRI review prior to adoption of this Development Order, all of which are incorporated by reference except to the extent of any conflict with the express terms of the conditions of the Marshall Creek DRI Development Order.

2. Land Use totals. The DRI may be developed with the following improvements: 40 acres of retail and 75 acres of office use to be developed with 300,000 gross square feet of retail

service use, 1500 retail parking spaces and 600,000 gross square feet of office use; 2,642 residential units; 18-hole golf course with normal accessory uses; a minimum of 32 acres of parks; other recreational amenities including a fitness center, swim and tennis center, interpretive environmental center/intracoastal club (as described on page 10-5 of the ADA, as amended by September 10, 1998 amendment) and 241 acres of preserved wetlands. As shown on the Land Use Summary and Comprehensive Plan Compliance Table attached as Exhibit 3, no more than 1846 residential units and 100,000 square feet of non-residential space may be located within the "Density B" part of the Project and no more than 796 residential units and 800,000 square feet of non-residential space may be located within the "Mixed Use Corridor" part of the Project. The Developer may increase certain land uses and simultaneously decrease other land uses through modification of the Marshall Creek PUD Ordinance without filing a Notice of Proposed Change provided that such changes are consistent with the Land Use Exchange Table attached as Exhibit 4.

(a) At the time of election of a land use trade-off under the Land Use Exchange Table, the Applicant shall submit to St. Johns County any required application for PUD modification and shall notify the Department of Community Affairs (DCA) and the Northeast Florida Regional Planning Council (NEFRPC) of the election and shall provide DCA, the County and NEFRPC with cumulative land use totals and remaining allowable quantities. Written notice of the trade-off election shall be given to the DCA and NEFRPC at least 30

days before the local government hearing or meeting for approval of the proposed trade-off.

(b) So long as the trade-off is consistent with the criteria contained in Exhibit 4 and no change is made to the Master Plan, Map H, no additional DRI approvals shall be required for the trade-off. Trade-off elections shall be reported annually as provided below.

3. Phasing, Buildout and Expiration of DRI. The DRI shall be developed in two phases, as described in Table 2.2 attached as Exhibit 5. Physical development of the DRI shall commence within three (3) years of the effective date of this development order; however, this time period shall be tolled during the period of any appeal pursuant to Section 380.07, F.S., or during the pendency of administrative or judicial proceedings relating to development permits. The projected buildout date for all development is December 31, 2009. The DRI termination and DRI Development Order expiration dates are established as December 31, 2019. Any extensions of the DRI buildout, termination or expiration dates shall be governed by the provisions of Section 380.06(19)(c), F.S. (1997).

4. Effective Date. The Development Order shall take effect upon transmittal to the Department of Community Affairs, the Northeast Florida Regional Planning Council and the Developer in accordance with Rule 9J-2.025(5) F.A.C. and Subsection 380.07(2), Florida Statutes.

5. Monitoring Official. The Director of Planning of St. Johns County, Florida, or his designee shall be the local official

responsible for monitoring the development for compliance by the Applicant with this Development Order.

6. Downzoning Protection. The Marshall Creek DRI as approved in this Development Order shall not be subject to downzoning or reduction of approved land uses before December 31, 2019, unless the Applicant consents to such change or St. Johns County demonstrates that substantial changes in the conditions underlying the approval of this development order have occurred, or that the development order was based on substantially inaccurate information provided by the Applicant, or that the change is clearly established by St. Johns County to be essential to the public health, safety and welfare.

7. Election Regarding Environmental Rules. Pursuant to Section 380.06(5)(c), F.S. (1997), the Developer has elected to be bound by the rules adopted pursuant to Chapters 373 and 403 in effect as of the date of this Development Order, including, but not limited to, the provisions of Section 373.414(13), F.S. (1997). Such rules shall be applicable to all application for permits pursuant to those chapters which are necessary for and consistent with the development authorized in this Development Order, except that a later adopted rule shall be applicable to an application if:

(i) the later adopted rule is determined by the rule adopting agency to be essential to the public health, safety, or welfare; or

(ii) the later adopted rule is adopted pursuant to S.403.061(27), F.S.; or

(iii) the later adopted rule is being adopted pursuant to a subsequent enacted statutorily mandated program; or

(iv) the later adopted rule is mandated in order for the state to maintain delegation of a federal program; or

(v) the later adopted rule is required by state or federal law.

Further, to qualify for the benefits of this provision, the application must be filed within five (5) years from the issuance of this Development Order and the permit shall not be effective for more than eight (8) years from the issuance of this Development Order. Nothing in this paragraph shall be construed to alter or change any permitting agency's authority to approve permits or to determine applicable criteria for longer periods of time.

8. Level of Service Standards. The Applicant shall be required to meet the adopted level of service standards in the St. Johns County Comprehensive Plan and the requirements of the County's concurrency management system.

9. Annual Reporting. The Applicant or its successors or assigns, shall submit an annual report on each anniversary date of the adoption of this Development Order, beginning in 1999, until the completion of the DRI. The report shall be submitted to St. Johns County, the Northeast Florida Regional Planning Council, Florida Department of Community Affairs, the Northeast District of the Florida Department of Environmental Protection, St. Johns River Water Management District, Florida Game and Fresh Water Fish Commission, and any other affected permit agencies. Form RPM-BSP-ANNUAL REPORT-1 of the Florida Department of Community

Affairs, as amended from time to time, may be used for the format of this report. In accordance with Section 380.06(18), F.S. (1997), failure to file an annual report in a timely manner may result in the temporary suspension of this development order. The annual report shall address the following:

(a) A description of any changes made in the plan of development, or in the representations contained in the Application for Development Approval, or in the phasing for the reporting year and for the next year. Any trade-off elections permitted by the Land Use Exchange Table in Exhibit 2. Any actions (substantial or non-substantial deviation determinations) taken by the local government to address these changes, including a cumulative history of such changes since adoption of the development order.

(b) A summary comparison of development activity proposed and actually conducted for the preceding year and projected for the coming year.

(c) Identification of undeveloped tracts of land, other than individual single family lots that have been sold to a separate entity or developer;

(d) Identification and intended use of lands purchased, leased or optioned by the developer adjacent to the original DRI site since the development order was issued;

(e) A specific assessment of the developer's and the local government's compliance with each individual condition of approval contained in the DRI development order and the commitments which are contained in the Application for Development Approval and subsequent sufficiency responses and which have been identified by the local government, the Regional Planning Council or the Department of Community Affairs as being significant;

(f) Any known incremental DRI applications for development approval or requests for a substantial deviation determination that were filed in the reporting year and to be filed during the next year;

(g) An indication of a change, if any, in local government jurisdiction for any portion of the development since the development order was issued. Imposition of any moratorium imposed by a regulatory

agency, including the type, duration, cause of and remedy for the moratorium;

(h) A list of significant local, state and federal permits which have been obtained or which are pending by agency, type of permit, permit number and purpose and activity of each;

(i) A copy of the recorded notice of the adoption of a development order or the subsequent modification of an adopted development order that was recorded by the developer pursuant to Paragraph 380.06(15)(f), F. S. (1997)

(j) Traffic reports shall be submitted to the Florida Department of Transportation (FDOT) District Urban Office in Jacksonville and the Regional Planning Office in St. Augustine, as well as the St. Johns County Planning Department, Northeast Florida Regional Planning Council, and the Department of Community Affairs. The first traffic report shall be due concurrently with the third annual report and then annually thereafter until Project buildout, unless otherwise specified by the Regional Planning Council. The following information shall be included:

- i. A description of current development by land use, type, location, and amount of square footage, along with the proposed construction schedule for the ensuing 12 month period, and appropriate maps.
- ii. Traffic counts, turning movements, and actual levels of service for the past 12 months and projected for the ensuing 12 months, including traffic estimates for the following roads and intersections. The report shall distinguish between Marshall Creek DRI traffic and total traffic volumes.
 - C.R. 210 between U.S. 1 and C.R. 210 A
 - International Golf Parkway between S.R. 16 and U.S. 1
 - San Marco Avenue between May Street and U.S. 1
 - S.R. 16 between S.R. 13 and International Golf Parkway; Masters Drive and Lewis Speedway
 - U.S. 1 between King Street and city limits north

Note: Actual FDOT or St. Johns County traffic counts shall be used where possible. If actual FDOT or St. Johns County traffic counts are not available for a particular road or intersection, the Applicant shall retain, at its expense, a traffic engineering firm to collect the necessary counts. FDOT seasonal adjustment factors shall be used when adjusting traffic counts.

(k) A statement certifying that the Northeast Florida Regional Planning Council (with appropriate filing fee), the Florida Department of Community Affairs, St. Johns County, Department of Environmental Protection, St. Johns River Water Management District, Florida Game and Fresh Water Fish Commission, and the other affected permit agencies have been sent copies of the annual report in conformance with Subsections 380.06(15) and (18), F. S. (1997).

(l) An inventory of roadway improvements or new construction, including traffic control devices, turn lanes, etc., to be constructed or provided by either the Applicant or the responsible government agency which will accommodate existing and anticipated demands. Any monitoring requirements pursuant to the transportation recommendations included in this recommendation report shall be incorporated into this section of the annual report.

(m) At the beginning of Phase 2 until buildout, the Applicant shall provide a comprehensive analysis of the number of external trips produced by this project. This information shall be used in determining the timing of necessary improvements and/or proportionate share payment to address the regional transportation impacts.

(n) The acreage of uplands and wetlands placed under recorded conservation easements.

(o) Any change to previously reported stormwater plans or design criteria shall be reported each year in the Monitoring Report.

(p) The status of the preserved wetlands and buffer areas shall be monitored and the cumulative acreage of each shall be reported annually. A map shall be provided that defines these areas on an annual basis.

(q) Each annual report shall be accompanied by a statement certifying that the NEFRPC, Department of Community Affairs, St. Johns County, Florida Department of Transportation, Florida Department of Environmental Protection and the St. Johns River Water Management

District have been sent copies of the Annual Monitoring Report in conformance with Subsections 380.06(15) and (18), Florida Statutes. It is the responsibility of the Applicant to guarantee that all appropriate agencies receive a copy of the annual report.

10. Notice of Adoption. Notice of the adoption of this Development Order or any subsequent amendment to it shall be recorded by the Applicant in accordance with Sections 28.222 and 380.06(15)(f), F.S. (1997), with the Clerk of the Circuit Court of St. Johns County, Florida. Recordation of this notice shall not constitute or provide actual or constructive notice of a lien, cloud or encumbrance of the DRI Property. The conditions of this Development Order shall run with the land and bind the successors and assigns of the Applicant on the DRI Property. Any contract or agreement for sale of those interests by the Applicant for all or any part of the property subject to this Development Order shall contain a legend substantially in the following form clearly printed or stamped thereon:

THE PROPERTY DESCRIBED IN THIS AGREEMENT IS PART OF THE MARSHALL CREEK DEVELOPMENT OF REGIONAL IMPACT AND IS SUBJECT TO A DEVELOPMENT ORDER, NOTICE OF WHICH IS RECORDED IN THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, WHICH IMPOSES CONDITIONS, RESTRICTIONS AND LIMITATIONS UPON THE USE AND DEVELOPMENT OF THE SUBJECT PROPERTY WHICH ARE BINDING UPON EACH SUCCESSOR AND ASSIGN OF HINES INTERESTS LIMITED PARTNERSHIP. THE DEVELOPMENT ORDER DOES NOT CONSTITUTE A LIEN, CLOUD OR ENCUMBRANCE OF REAL PROPERTY OR CONSTITUTE ACTUAL OR CONSTRUCTIVE NOTICE OF SAME. A COPY OF THE DEVELOPMENT ORDER MAY BE REVIEWED AT THE OFFICE OF THE PLANNING DEPARTMENT, ST. JOHNS COUNTY, FLORIDA.

11. Application For Proposed Changes. The Applicant shall submit simultaneously to St. Johns County, the Northeast Florida Regional Planning Council and Florida Department of Community

Affairs any applications for proposed changes to the DRI and shall comply with the requirements of Section 380.06(19), F.S. (1997), concerning substantial deviations.

12. Subsequent Requests for Development Permits. Subsequent requests for development permits shall not require further review pursuant to Section 380.06, Florida Statutes, unless it is found by the St. Johns County Board of County Commissioners, after due notice and hearing, that one or more of the following is present;

(a) substantial deviation from the terms or conditions of this Development Order, or other changes to the approved Development Plan which create a reasonable likelihood of adverse regional impacts or other regional impacts which were not evaluated in the review by the Northeast Florida Regional Planning Council; or

(b) an expiration of the period of effectiveness of this Development Order as provided in this Development Order.

Upon a finding that (a) is present, the St. Johns County Board of County Commissioners shall order compliance with Section 380.06(19)(g) and (h), Florida Statutes, and development within Marshall Creek may continue, as approved, during the DRI review in those portions of the development which are not affected by the proposed change. Upon a finding that (b) is present, the St. Johns County Board of County Commissioners shall order a termination of all development activity until such time as a new DRI application for development approval has been submitted, reviewed and approved in accordance with Section 380.06, Florida Statutes.

13. Limitation of Approval. The approval granted by this Development Order is limited. Such approval shall not be construed to obviate the duty of the Applicant to comply with all other applicable local or state permitting procedures.

SPECIAL CONDITIONS

Vegetation and Wildlife.

1. Prior to commencement of construction within any area identified as Gopher Tortoise Habitat on Map G-1, attached as Exhibit 6, the Developer shall be responsible for the adequate mitigation of impacts to gopher tortoise habitat. In order to adequately mitigate impacts to gopher tortoise habitat, the Developer shall purchase 3.15 acres of gopher tortoise habitat within the regional wildlife mitigation park through a contribution of \$13,649.00.

2. Sixty-six acres of uplands shall be preserved within the upland buffers around the preserved wetlands and other areas. If the minimum buffers required under Special Condition 5 result in more than sixty-six acres of upland preservation, then the upland preservation acreage shall be increased accordingly.

3. The areas within the East Parcel as indicated on Map H, attached as Exhibit 2 (the "East Parcel") shall be limited in use to single family development at a density of no more than two (2) units per acre and active and passive recreational uses and the interpretive environmental center/intracoastal club (as described on page 10-5 of the ADA, as amended September 10, 1998). The Developer shall preserve a minimum of twenty-five percent (25%) of existing tree canopy in the areas within the East Parcel that are

also within FLUCS Code No. 425 as shown on Map D attached as Exhibit 7. The canopy will be preserved through covenants and restrictions and tree protection requirements that will be incorporated in final engineering plans submitted to St. Johns County. The Developer shall comply with this requirement at the time of final development plan approval for areas within the East Parcel. St. Johns County shall cooperate with the Developer in preserving existing tree canopy by considering appropriate variances from paving and drainage standards to minimize loss of significant trees.

Wetlands/Upland Buffers.

4. Of the total of approximately 276 acres of wetlands located on the site, 241 acres of wetlands shall be preserved on-site in the areas depicted on the Master Plan. As illustrated in Table 13-1 on Page 43 of the Sufficiency Response, the Developer's environmental consultant has classified all wetlands on the site into several wetland quality classifications. The project's land planners made every effort to minimize impacts to the highest quality wetlands and to confine wetland impacts to the extent practicable to the lower quality wetlands. The exact boundaries of the areas to be preserved shall be determined in connection with wetland delineation and management and storage of surface waters permitting by the St. Johns River Water Management District. The limits of the preserved wetlands and the conservation easement protecting those preserved wetlands shall be delineated on the final development plans submitted for approval by St. Johns County. All final development plans submitted to St. Johns County shall be

consistent with the requirements of applicable permits issued by the St. Johns River Water Management District. Prior to commencement of clearing, earth movement, construction or other development (including platting) within 500 feet of any wetlands within the jurisdiction of FDEP or SJRWMD, those wetlands shall be surveyed and the wetland boundaries shall be approved by the SJRWMD. All wetland and upland preservation areas required under this Development Order shall be protected by conservation easements meeting the requirements of §704.06 of the Florida Statutes. The location and extent of the wetlands to be preserved shall be shown on final development plans and shall be consistent with the areas of wetlands shown on the Existing Land Use/Natural Resources Map D attached as Exhibit 7 (except for the 35 acres of wetland impacts noted above).

5. The following buffers will be provided:

Isolated Wetlands:

A minimum 15-foot upland buffer measured landward from the SJRWMD jurisdictional line will be maintained around all preserved isolated wetlands, with the exception of road crossings and other impacted areas approved by the St. Johns River Water Management District.

Contiguous Wetlands:

A minimum 25-foot upland buffer measured landward from the SJRWMD jurisdictional line will be maintained around all preserved contiguous wetlands with the exception of road crossings and other impacted areas as approved by the St. Johns River Water Management District.

Tidal Marsh/Tolomato River:

An average vegetated buffer of 200 feet shall be maintained between the landward edge of the upland buffer and open water. In addition, a minimum 50-foot vegetated buffer shall be maintained between the landward edge of the upland buffer and open water. An additional 25-foot building setback shall be provided from the landward edge of the upland buffer, except for the one golf hole fronting the marsh, and the interpretive environmental center/intracoastal club and any crossings or other similar areas where all stormwater will be routed to the stormwater management system.

Tidal Marsh/Marshall Creek:

An average vegetated buffer of 100 feet shall be maintained between the landward edge of the upland buffer and open water. In addition, a minimum 50-foot vegetated buffer between the landward edge of the upland buffer and open water shall be maintained. There shall be an additional 25-foot building setback from the landward edge of the upland buffer, except for the golf holes, road crossings and other similar areas where all stormwater will be routed to the stormwater management system.

Riverine Areas/Marshall Creek/Stokes Creek:

A minimum vegetated buffer of 50 feet between the landward edge of the upland buffer and open water shall be maintained. There shall be an additional 15-foot building setback from the landward edge of the upland buffer, except for golf holes,

road crossings and other similar areas where all stormwater will be routed to the stormwater management system.

Site Specific Buffering Plan:

Notwithstanding anything to the contrary set forth above, the Developer may submit a site specific buffering plan within the boundaries of a proposed residential subdivision or non-residential development parcel to the County, the St. Johns River Water Management District and the Northeast District Office of the Florida Department of Environmental Protection in connection with construction plan approval and platting of a residential subdivision or construction plan approval for a non-residential parcel ("Site Specific Buffering Plan"). The Site Specific Buffering Plan may propose buffering requirements which differ from those set forth above, and which may include other stormwater run-off treatment measures. The Site Specific Plan may be implemented only if the County, the St. Johns River Water Management District and the Northeast District Office of the Florida Department of Environmental Protection determine that the proposed Site Specific Buffering Plan provides protection to wetland resources, Class II waters and Outstanding Florida Waters that is equal to or better than the protection afforded by the minimum buffering requirements set forth above. The Northeast District of Florida Department of Environmental Protection and the St. Johns River Water Management District shall have thirty-five (35) days within which to review, comment on and both approve the Site Specific Buffering Plans prior to

approval by the County as part of its normal construction plan review process.

Guidelines For Trimming Within Upland Buffers:

All native vegetation shall be preserved within all upland buffers but such vegetation may be trimmed by hand with non-motorized equipment, subject to buffer management guidelines to be developed by a registered landscape architect and a biologist and approved by St. Johns County in connection with final development plan approval. The guidelines shall be implemented and enforced by an architectural review committee to be established in connection with recorded covenants and restrictions. The guidelines shall also be made part of the Final Development Plan to be enforceable by St. Johns County. The vegetated buffer areas shall be further protected by a conservation easement which shall be recorded prior to final plat approval within residential areas and prior to conveyance of non-residential parcels to third parties. Such areas shall be clearly identified on subdivision plats. No herbicides or pesticides shall be applied within the upland buffers. The conservation easements shall be subject to review and approval by the Department of Community Affairs prior to execution and recordation. Approval of the conservation easements shall not be unreasonably withheld by the Department of Community Affairs.

For purposes of applying the provisions of this Special Condition 5, open water shall be defined as any watercourse

that is regularly inundated and generally devoid of vegetation. Areas of open water shall be identified by the Developer, agreed to by the St. Johns River Water Management District and Northeast District of the Florida Department Environmental Protection and St. Johns County and mapped on all final development plans for improvements that abut the tidal marsh of the Tolomato River, the tidal marsh of Marshall Creek, or the riverine areas of Marshall Creek and Stokes Creek.

Conservation easements and the portions of the recorded covenants and restrictions that relate to preservation of wetlands and upland buffers shall be enforceable by the Developer, the property owners association, the St. Johns River Water Management District, the County and the Northeast District of the Florida Department of Environmental Protection. The covenants and restrictions or conservation easement shall not permit variances from the minimum standards set forth in this Development Order Condition for individual lot owners.

The upland buffers required under this Development Order Special Condition 5 are minimum buffers. If the St. Johns River Water Management District determines, in connection with its review of applications for management and storage of surface waters permits for the project, that larger buffers are necessary to provide reasonable assurance that applicable

state water quality standards will not be violated and that current water quality in receiving waters is preserved, then such larger buffers shall be provided. Such larger buffers may be required for parcels in which the stormwater from lawns, etc. is not collected and treated before entering the buffer, and for areas where the uses are more intense and create a greater threat for degradation of adjacent water quality.

6. Construction activity within the Marshall Creek DRI shall be conducted in accordance with a stormwater pollution prevention plan developed pursuant to the EPA NPDES permit program. Prior to commencement of construction within a development parcel that abuts a preserved wetland, the contractor shall be required to install silt fencing on the landward edge of the upland buffer to protect the preserved wetlands. An additional row of silt fencing shall be installed at least 3 feet landward of the silt fence along the upland buffer adjacent to tidal marsh. The silt fencing shall be inspected at least once a week and repairs to fallen or damaged sections shall be made immediately upon discovery. The provisions of this Development Order Condition shall be incorporated into all construction contracts for work within the Marshall Creek DRI. All contractors working within the Marshall Creek DRI shall be notified of the requirement for a stormwater pollution prevention plan developed pursuant to the EPA NPDES Permit Program and shall be advised of the requirements set forth above concerning silt fencing. Copies of the stormwater pollution prevention plans shall be provided to the Northeast District office of the Florida Department of Environmental Protection.

Docks and Piers.

7. Construction of docks and piers within the tidal marsh areas of the Project shall be limited as follows:

(a) Up to five private individual docks may be constructed within the Marshall Creek marsh system. For purposes of this condition, the Marshall Creek marsh system is defined as that part of Marshall Creek and its adjacent wetlands that is southeasterly of the loop road shown on the Master Plan and west of a line connecting the two small islands lying north and south of Marshall Creek, as shown on the Master Plan. The docks shall be required to meet all applicable permitting and authorization requirements, including, but not limited to, the requirements of Chapter 18-20 F.A.C. for docks within the aquatic preserve.

(b) Up to two community piers with viewing platforms may be constructed from the upland areas of the site to the open waters of the Tolomato River. These piers shall be for the common use of the residents of the Project and shall be part of an environmental education program. Non-motorized boat launches may be permitted in association with these piers. No motorized docking shall be permitted. The piers shall be required to meet all applicable permitting and authorization requirements, including, but not limited to, the requirements of Chapter 18-20 F.A.C. for piers within the aquatic preserve. Nothing in this Special Condition shall entitle the Developer to use uplands or wetlands owned by the State of Florida. All permits for docks and piers to the Tolomato River shall require the applicant to have riparian rights. The two piers to the Tolomato River must be separated by at least 1/4 mile.

8. In connection with permit applications for the stormwater management system for the Marshall Creek DRI, the Developer shall ensure maintenance of high water table elevations and hydroperiods within preserved wetlands. No development activities, as defined in Section 380.04, F.S., except for activities permitted by the appropriate environmental permitting agencies, shall be allowed in any of the wetland areas within the DRI. Wetland impacts will be mitigated through the regulatory permitting process of the St. Johns River Water Management District and the U.S. Army Corp of Engineers.

Water.

9. The Tolomato River and a portion of Marshall Creek waterward of the mean high water line is a part of the Guana River Aquatic Preserve. Waters within the preserve are designated as Outstanding Florida Waters. Further, this portion of the Tolomato River is also designated as a Class II waters. The Developer recognizes the reciprocal benefits that will flow to the future residents of Marshall Creek DRI, the residents of other properties adjacent to such waters and to all the citizens of the region as a result of protection of the quality of these waters. Waters meeting the Class II water quality standards and qualifying for inclusion within Outstanding Florida Waters provide a world class amenity to the Project. The Developer is committed to work within existing rules and to cooperate with the Northeast District of the Florida Department of Environmental Protection and the St. Johns River Water Management District to take measures as specified with this Development Order to protect these waters. Accordingly, in

addition to the other specific Development Order Conditions under this section, the surface water quality shall be monitored in accordance with the Surface Water Quality Monitoring Program approved by the Northeast District of the FDEP and attached as Exhibit 8. Monitoring data prepared in accordance with the monitoring program shall be summarized in the DRI annual report.

If the Surface Water Quality Monitoring Program identifies a variation in water quality of receiving waters from established background water quality attributable to discharges from the Project, then the Northeast District of the Florida Department of Environmental Protection shall promptly notify the Developer of such conditions. In such event, the Developer shall cooperate with the Northeast District of the Florida Department of Environmental Protection to develop a plan to address the problem. The actions required to address the problem, including the means of payment by the Developer for the costs of such plan and actions required, and the time-frame within which to implement the plan of action shall be agreed upon by the Northeast District of the Florida Department of Environmental Protection and the Developer. If agreement is not reached within one (1) month from the time FDEP notifies the Developer of a variation in water quality, no further permits shall be issued until agreement is reached. Failure to implement the agreed upon plan of action within the time-frame agreed upon will be a violation of this Development Order Condition.

10. To reduce sources of pollutants, especially nutrients and pesticides associated with the golf course, a Chemical Management Plan ("CMP") which includes an Integrated Pest Management Program

("IPMP") and a Nutrient Management Program ("NMP") approved by the St. Johns River Water Management District, the Northeast District of FDEP, and the Department of Community Affairs, shall be established and implemented prior to application of any pesticides or fertilizers on the golf course. Only EPA approved pesticides may be used. Upon completion and approval of the CMP, a copy shall be provided to St. Johns County. The CMP shall assure that nutrients and pesticides are used only when necessary. The IPMP shall minimize the use of pesticides and include the use of the USDA-NRCS Soil Rating for Selecting Pesticides to select pesticides for use that have a minimum potential for leaching or loss from run-off. The NMP shall be based upon the USDA-NRCS Nutrient Management Standard and shall include the use of soil tests to determine needed applications. Only EPA approved chemicals with a half life of seventy (70) days or less will be used. The CMP will also include limitations in the homeowner's restrictive covenants which restrict use of pesticides, herbicides and fertilizers to those that are consistent with the USDA-NRCS Soil Rating for Selecting Pesticides to pesticides which have a minimum potential for leaching or loss from run-off, and to EPA-approved chemicals with a half life of seventy (70) days or less.

11. Golf Course fertilization shall comply with the fertilizer recommendations set forth in the Manual for Commercial Turf Grass Management by the University of Florida compiled by the Florida Turf Grass Association, or any future manual accepted by

the reviewing agencies which may succeed this manual. Fertilizers applied to turf grasses within the golf course and common landscape areas will be applied in time-released granular form only.

12. Class II Waters and Outstanding Florida Waters adjacent to the Project shall be protected by compliance with applicable rules of the St. Johns River Water Management District relating to retention, treatment and discharge of stormwaters and by provision of reasonable assurance that applicable state water quality standards will not be violated.

13. All stormwater runoff from the golf course shall be routed to the stormwater treatment system prior to discharge to receiving surface waters. Where possible, the golf course shall be contoured to direct drainage into swales and berms prior to discharge to the stormwater management system.

Floodplain.

14. Construction within the 100-year floodplain shall comply with applicable federal, state, and local laws and regulations.

15. In connection with review of the management and storage of surface waters permit or permits for the Project, the St. Johns River Water Management District shall review plans for fill within the 100-year floodplain to ensure there is no measurable increase in flood elevations off-site.

16. No permits for residential, commercial or public buildings will be issued for construction within any portion of the 100-year floodplain where the base flood elevation has not been established until the Applicant has provided to St. Johns County data on the site specific base flood elevation. All road crossings

and finished floor elevations of buildings within the 100-year floodplain shall be developed in accordance with the St. Johns County Flood Damage Prevention Ordinance 90-24, as amended.

Water Supply.

17. Development within the Project shall occur concurrent with the provision of adequate central potable water supply meeting the adopted level of service in the St. Johns County Comprehensive Plan. Central water supply shall be provided by St. Johns County or the City of St. Augustine or pursuant to agreement by St. Johns County and the City of St. Augustine.

18. The golf course and major common landscaped areas shall be irrigated first with available stormwater followed by reclaimed wastewater, immediately after it is made available in sufficient quantities to serve to those areas. Surficial water wells and the Floridan Aquifer may only be used as an emergency backup to these sources as such use is permitted by the St. Johns River Water Management District. The Applicant shall apply for concurrent management and storage of surface waters and consumptive use permits for the golf course to ensure the coordination of inter-related aspects such as the construction of a stormwater system that supports water reuse and minimizes pollutant and volume loading into surface waters.

19. Individual residential irrigation wells shall be encouraged within estate lot subdivisions subject to confirmation of acceptable water quality within the surficial aquifer. Immediately after reuse water is supplied in quantities sufficient to completely and continuously satisfy the year-round irrigation

needs of the golf course and common landscaped areas and reuse water is made available to residential areas, future residential parcels for which final development plans have not been approved by St. Johns County shall be developed with reuse irrigation systems using the reuse supply.

20. Water conservation strategies, including the encouragement of xeriscape landscaping techniques and low-flow plumbing fixtures shall be incorporated into the construction, operation, and maintenance phases of the development. A landscaped common area shall be established as a xeriscape demonstration area with signs and literature that describe the benefits of using Best Management Practices xeriscape landscape design. The demonstration area shall be in a visible location accessible to the residents and visitors of the Marshall Creek DRI such as the village center or interpretive environmental center. In addition, a minimum of 50% of all shrub material used in landscaping of residential and commercial building parcels shall be drought-resistant or native to the Southeastern Atlantic Coastal Plain. Preservation of existing plant material will be encouraged and may count as satisfying this requirement. All builders and property buyers will be informed of this requirement and be provided a handbook for xeriscape landscaping in Marshall Creek, which will include a suggested plant list, design recommendations, maintenance and description of the xeriscape principles. The architectural review board will review all landscape plans and builder/buyer landscape options for all residential and commercial uses for compliance with this requirement.

21. An inventory of water wells shall be prepared, mapped and delivered to the Water Management District prior to site clearing or construction. Any water wells not planned for future use and water wells determined to no longer be of service shall be abandoned in accordance with Rule 40C-3.531, F.A.C.

Wastewater Management.

22. Development of the Project shall proceed concurrent with the provision of adequate central sewer service meeting the adopted level of service standards in the St. Johns County Comprehensive Plan. Central sewer service shall be provided by St. Johns County or the City of St. Augustine or through joint agreement of St. Johns County and the City of St. Augustine.

23. Septic systems may only be used in connection with use of the golf course and other remote recreational amenities. When a central sewer system is installed to within two hundred feet (200') of a temporary septic system, the septic system shall be removed and central sewer and water service shall be provided to the golf course or other recreational amenity.

24. In the event that St. Johns County or the City of St. Augustine provides reuse wastewater to the Project for irrigation in the future, St. Johns County or the City of St. Augustine shall maintain an alternative off-site wet weather discharge. No wet weather discharge of reuse wastewater shall be required or allowed within the Project.

Stormwater Management.

25. Development within the Project shall proceed concurrent with a contiguous, functioning, permitted management and storage of surface waters system. The Project shall meet the adopted drainage level of service standard in the St. Johns County Comprehensive Plan.

26. Roadway and golf course designs adjacent to preserved wetland areas will provide for the capture and diversion of design capacity stormwater runoff from the roadway surface or golf course to the stormwater treatment system for treatment.

Solid Waste.

27. The Project shall meet the level of service standard established in the St. Johns County Comprehensive Plan 1990-2005.

28. The Project shall participate in the St. Johns County recycling program.

Transportation.

29. The following transportation improvements shall be provided for in the manner indicated below:

(a) Transportation Improvements to Significantly Impacted Off-Site Roadways.

The Developer shall mitigate for off-site transportation improvements on the following list of significantly impacted roadways in the manner defined below. For the purposes of this Development Order Condition, the following definitions shall apply:

"Complete or scheduled for construction" shall mean for State Highways that the indicated improvement (i) is complete and open to traffic, (ii) is under construction, or (iii) the construction phase of

the improvement is included in the first three years of the adopted Florida Department of Transportation Five-Year Work Program.

"Complete or scheduled for construction" shall mean for St. Johns County Roads that the indicated improvement is (i) complete and open to traffic, (ii) under construction, (iii) the subject of a clearly identified, executed and recorded local government development agreement consistent with Sec. 163.3220 through 163.3423, F.S. incorporated into the Development Order ensuring completion concurrent with impacts, (iv) the subject of a binding commitment from St. Johns County ensuring completion concurrent with impacts incorporated into the Development Order, (v) the subject of a binding commitment by St. Johns County in the current three years of the Capital Improvement Element, or (vi) the subject of a binding and enforceable commitment by the Developer to provide the improvement concurrent with impacts. Any combination of the above which ensures construction of the indicated improvement is also acceptable, provided the Northeast Florida Regional Planning Council, St. Johns County, and the Florida Department of Community Affairs agree that the combination meets the intent of the transportation uniform standards rule.

"Proportionate share contribution" shall mean that the Developer may pay a proportionate share contribution calculated consistently with the formula contained in Rule 9J-2.045, F.A.C. to the Florida Department of Transportation for a State Highway improvement, or to St. Johns County for a County Road improvement (provided the improvement meets the applicable requirements of Rule 9J-2.045 F.A.C.). The receiving agency must agree in writing as to their acceptance of this proportionate share payment and shall agree that the payment shall only be applied to the immediate improvement or one or more of the significantly impacted improvements under their jurisdiction, or some reasonable alternative which if constructed will reduce traffic volumes on one or more of the listed segments. No building permits shall be issued for construction in Marshall Creek beyond the indicated point to cease development unless the necessary exhibit indicating concurrence with the proportionate share payment is incorporated into the Development Order and until this proportionate share contribution is received. Any delay or change of the proportionate share payment shall require a

reanalysis of the payment amount in a Notice of Proposed Change.

International Golf Parkway (SR 16 to I-95)

Indicated Improvement: 4-lane divided with turn bays. Development will cease after Phase I unless the indicated improvement is complete or scheduled for construction. As an alternative to this requirement, the Developer may pay a proportionate share contribution to St. Johns County.

SR 16 (CR 16 A to International Golf Parkway)

Indicated Improvement: 4-lane divided with turn bays. Development will cease after Phase I unless the indicated improvement is complete or scheduled for construction. As an alternative to this requirement, the Developer may pay a proportionate share contribution to the Florida Department of Transportation.

International Golf Parkway (I-95 to US 1)

Indicated Improvement: Upgrade to 2-lane arterial by widening to 12 ft. travel lanes with paved shoulder, correcting deficient horizontal alignment, providing auxiliary lanes outside the swamp at the US 1 intersection, and upgrading the RR crossing. This improvement is consistent with the St. Johns County Comprehensive Plan designation of this as a constrained 2-lane roadway. Development will cease during Phase II when the annual monitoring report shows that Marshall Creek is generating PM peak hour external traffic in excess of 1,641 vehicles unless the indicated improvement is complete or scheduled for construction. No permits shall be issued for greater than 2,550 dwelling units

until such time as St. Johns County has (i) amended the Transportation Element of the Comprehensive Plan deleting the designation of the segment as a constrained roadway and has committed funding for improvements which, when constructed, will cause the segment to operate at or above LOS C; or (ii) amended the Transportation Element of the Comprehensive Plan to adopt LOS D or lower as the level of service standard for the segment and the segment is projected to operate at or above LOS D (or other adopted LOS) as indicated in the Annual Traffic Monitoring Reports.

CR 210 (US 1 to Roscoe Boulevard)

Indicated Improvement: 4-lane undivided with turn bays. Development will cease during Phase II when the annual monitoring report shows that Marshall Creek is generating PM peak hour external traffic in excess of 2,117 vehicles unless the indicated improvement is complete or scheduled for construction. As an alternative to this requirement, the Developer may pay a proportionate share contribution to St. Johns County.

US 1 (King Street to SR 16)

Indicated Improvement: 6-lane divided with turn bays. Development will cease during Phase II when the annual monitoring report shows that Marshall Creek is generating PM peak hour external traffic in excess of 1,654 vehicles unless the indicated improvement is complete or scheduled for construction. As an alternative to this requirement, the Developer may pay a proportionate share contribution to the Florida Department of Transportation.

US 1 (San Marco Avenue to St. Augustine CL)

Indicated Improvement: 6-lane divided with turn bays. Development will cease during Phase II when the annual monitoring report shows that Marshall Creek is generating PM peak hour external traffic in excess of 2,630 vehicles unless the indicated improvement is complete or scheduled for construction. As an alternative to this requirement, the Developer may pay a proportionate share contribution to the Florida Department of Transportation.

San Marco Avenue (May Street to US 1

Indicated Improvement: 4-lane divided with turn bays. Development will cease prior to initiation of Phase II unless the indicated improvement is complete or scheduled for construction. As an alternative to this requirement, the Developer may pay a proportionate share contribution to the Florida Department of Transportation.

San Marco Avenue (May Street to SR 16)

Indicated Improvement: 4-lane divided with turn bays. Development will cease during Phase II when the annual monitoring report shows that Marshall Creek is generating PM peak hour external traffic in excess of 2,267 vehicles unless the indicated improvement is complete or scheduled for construction. As an alternative to this requirement, the Developer may pay a proportionate share contribution to the Florida Department of Transportation.

SR 16 (Masters Drive to Lewis Speedway)

Indicated Improvement: 6-lane divided with turn bays. Development will cease during Phase II when the annual monitoring report shows that Marshall Creek is generating PM peak hour external traffic in excess of 2,427 vehicles unless the indicated improvement is complete or scheduled for construction. As an alternative to this requirement, the Developer may pay a proportionate share contribution to the Florida Department of Transportation.

SR 16 (SR 13 to CR 16A)

Indicated Improvement: 4-lane divided with turn bays. Development will cease during Phase II when the annual monitoring report shows that Marshall Creek is generating PM peak hour external traffic in excess of 2,882 vehicles unless the indicated improvement is complete or scheduled for construction. As an alternative to this requirement, the Developer may pay a proportionate share contribution to the Florida Department of Transportation.

(b) Intersection Improvements

The Applicant shall be responsible for the full cost of all intersection improvements necessary to accommodate project traffic at all access points, including, but not limited to, turn lanes, acceleration and deceleration lanes, and signalization, when warranted. A full median opening shall be only allowed at the main entrance at the U.S. 1/International Golf Parkway intersection. Shannon Road, or another road in the same general location, shall

be maintained or created as a secondary access point to the project.

The main access roadway shall be designed to allow for the construction of dual westbound left turn lanes within Phase II when needed to accommodate project traffic.

(c) Connections to Adjacent Property

The internal roadway system and land uses shall be developed so as to not preclude future connections to any development to the north of the project and to the south of the Project through Mixed Use Parcel A as shown on Map H.

(d) Transportation Demand Management

As development occurs in this area of the County, the Applicant shall team with other developers in this corridor and participate in a Transportation Management Organization (TMO). In order to meet this condition, the applicant may become a member of the existing TMO (aka TDMA) for the Saint Johns DRI, which was formed pursuant to the Development Order for the Saint Johns DRI. The purpose of a TMO is to reduce traffic impacts, especially from those employed at the project, particularly as such traffic may impact I-95 and U.S. 1 by employing a variety of Transportation Demand Management strategies. The applicant's participation in the existing TDMA for Saint Johns or the creation of a new TMO will allow for the development community to cooperatively participate in such innovative planning and implementing actions as securing staggered work hour agreements among various employers located within the project and along the corridor; promoting van pooling and ridesharing for employees and transit on-site and coordinating

such efforts with other major employers in the corridor; participating in transportation provision for the transportation disadvantaged; possible development of a park and ride facility; etc. The TMO shall be established or the applicant shall become a member of the existing TMO prior to commencement of Phase II of the Project. All efforts to promote the transportation demand management strategies shall be documented in the Annual Report.

30. The conditions set forth above in paragraph 29 will adequately mitigate for the DRI impacts presently projected in the Project. However, as an alternative to satisfaction of the above conditions, the Developer may meet the requirements of this paragraph. Under this alternative approach, the need for the indicated improvements may be reassessed by the Developer through the following level of service monitoring mitigation measures:

(a) Prior to initiation of Phase II and annually thereafter, the Developer shall prepare an annual monitoring and modeling report ("Special Annual Traffic Report") to ascertain (1) the p.m. peak hour levels of service on the road facilities monitored and (2) the "significance" (as defined below) of the impacts of the DRI's traffic on the road facilities monitored, and (3) any required mitigation for traffic impacts. The Report shall be submitted to St. Johns County, FDOT, NEFRPC and DCA ("traffic reviewing agencies") for review and approval. In the event of any disagreement among the traffic review agencies over the study results and adequacy of mitigation measures provided, the local government shall have the formal determination over all county roads, the FDOT shall make the formal determination over all state and federal roads. The Special Annual Traffic Report shall be used to confirm the necessity and timing for improvements at the time of the Special Traffic Report and for the next year, including the projected improvements.

(b) The methodology and scope of the monitoring and modeling report shall be agreed upon in advance by the Developer, St. Johns County, FDOT, NEFRPC and DCA. DRI traffic shall include the impacts of all existing and

permitted DRI development and all DRI development likely to receive building permits in the next year. The list of facilities to be monitored shall include those set forth in Paragraph 29 above, which may be modified if all parties agree.

(c) The Special Annual Traffic Report shall assess current conditions and conditions for the next year to determine whether any road facility operates, or will operate in the next year, below the minimal acceptable p.m. peak hour level of service standard (in an "adverse condition") as established in the St. Johns County Comprehensive Plan 1990-2005 for the affected facility. Provided however, the minimum acceptable level of service for road facilities that are then part of the FIHS shall be the standard adopted by FDOT (as amended or varied by FDOT).

(d) The Special Annual Traffic Report shall also assess whether the cumulative external traffic from the Marshall Creek DRI contributes, or will contribute in the next year, five (5) percent or more of the adopted p. m. peak hour level of service maximum service volume of the road facility ("significant impact").

(e) If the Special Annual Traffic Report indicates that a road facility is or will be in the next year operating in an "adverse condition" and that the DRI also has, or will have in the next year, a "significant impact" on that facility, then the Applicant also must identify any needed improvements and demonstrate that adequate measures for the impacted facilities are under construction or have been "secured and committed" in the next year to mitigate the DRI impacts on deficient roadways. Unless otherwise provided below or by applicable DCA rules, the Applicant must amend the Development Order in order to incorporate options set out below which differ from the above conditions requiring road improvements. For purposes of this development order, the "securing and commitment" of adequate mitigation measures shall include one or more of the following mitigation options:

(f) A development agreement pursuant to Section 163.3220 et seq. which ensures that all needed improvements will be available concurrent with the impacts of development consistent with paragraph 163.3180(2)(c), F.S. (1995). If implementation of this agreement ensures that the funding commitment is consistent with all recommendations in the Development Order contained above, no amendment to the Development Order is required.

(g) A proportionate share payment agreement with the Florida Department of Transportation (FDOT) or the pertinent local government that is consistent with and meets all the requirements of Rule 9J-2.045(7)(a)3., Florida Administrative Code (F.A.C.) (1997).

(h) A binding and enforceable commitment in the Development Order to provide all needed improvements concurrently with the development schedule approved in the Development Order.

(i) Any other appropriate mitigation measure provided for under Rule 9J-2.045(7), F.A.C., or successor rules or policies or a combination of adequate mitigation measures under these rules.

Air Quality

31. The following fugitive dust control measures shall be undertaken during all construction activities throughout buildout of the project:

(a) Contractors will moisten soil or use resinous adhesives on barren areas, which shall include, at a minimum, all roads, parking lots, and material stockpiles;

(b) Contractors will use mulch, liquid resinous adhesives with hydro-seeding or sod on all landscape areas;

(c) Contractors will remove soil and other dust-generating material deposited on paved streets by vehicular traffic, earth moving equipment, or soil erosion;

(d) Contractors will utilize the best operating practices in conjunction with any burning resulting from land clearing, which may include the use of air curtain incinerators.

Affordable Housing

32. Prior to any building permits being issued for retail/service or office development in excess of 210,000 GSF of any combination of such uses, the Developer shall provide DCA, the

NEFRPC, and St. Johns County with a determination of the adequate housing demand for the Project following the requirements of Rule 9J-2.0248(4), F.A.C., and a determination of adequate housing supply within a reasonable proximity using current information from the Multiple Listings Service or some other acceptable methodology pursuant to Rule 9J-2.0248, F.A.C. (1997). The analysis must be approved by DCA, the NEFRPC, and St. Johns County. If the reviewing agencies determine from the study that there is a deficiency of readily accessible affordable housing, no building permits for commercial or office use in Phase II in excess of accumulation total of 210,000 square feet shall be issued until mitigation measures consistent with those listed in Rule 9J-2.0248, F.A.C., Adequate Housing Uniform Standard Rule, are adopted in the development order or an amendment to the development order.

Fire Protection

33. The Developer shall undertake the following measures to enhance fire safety for the future residents of Marshall Creek:

(a) All builders shall be required to distribute to each prospective purchaser informative literature explaining the benefits of installing a sprinkler system in the purchaser's new home. The literature shall be developed in cooperation with the St. Johns County Fire Division. In addition, all structures greater than 35 feet in height within Marshall Creek shall be protected with an automatic sprinkling system designed and installed in accordance with all applicable fire and building codes.

(b) The Developer shall donate approximately one acre, more or less, of land to St. Johns County for the construction of a fire station on a location approved by the Fire Division. The land to be conveyed to the County under this Special Condition, however, shall be large enough to accommodate the prototype fire station and horizontal site design improvements being used by the County as of the date of this Development Order taking into account the offsite drainage and retention to be provided under Subparagraph (c) below. The conveyance shall be made within 120 days after request for the conveyance by the County accompanied by a site plan showing the improvements to be made to the site. The Developer shall not be required to convey the site prior to commencement of development activity within Marshall Creek by the Developer. The deed of conveyance shall contain covenants, restrictions and easements insuring that the property will be used for its intended purpose in protecting the surrounding property.

(c) In addition to conveyance of the one acre site, the Developer or the community development district shall construct a stormwater treatment system on land outside of the fire station site that would accommodate drainage and retention from the fire station site.

(d) Impact fee credits shall be allowed for the donation of the land for the fire station in accordance with the applicable County impact fee ordinance.

Recreation and Open Space

34. The development shall include a total of 19.68 acres of community parks as defined in Objective H.1.3 of the St. Johns

County Comprehensive Plan ("Community Parks") and a total of 12.49 acres of neighborhood parks as defined in Objective H.1.3 of the St. Johns County Comprehensive Plan ("Neighborhood Parks"). A minimum of 14 acres of the Community Parks and a minimum of 4.16 acres of the Neighborhood Parks shall be completed during Phase I of the development. The location of the Phase I Community Parks shall be identified within two years after the effective date of the Development Order. The location of the Phase I Neighborhood Parks shall be identified on final development plans as submitted. The balance of the Community Parks and Neighborhood Parks shall be completed during Phase II of the development. The location of the Phase II Community Parks shall be identified prior to the commencement of Phase II. The location of the Phase II Neighborhood Parks shall be identified on final development plans as submitted.

The Community Parks and recreational improvements to be provided pursuant to this Development Order are further described as follows:

Phase I Community Parks.

a. An active park with athletic playing fields containing a minimum of ten acres shall be constructed by the Developer or community development district and shall be conveyed to St. Johns County during Phase I. St. Johns County shall maintain the park for its intended active recreational uses. The Developer, a community development district or a property owners association may provide enhanced maintenance or additional improvements after the initial dedication to St. Johns County by

agreement with the St. Johns County Parks and Recreation Department. The St. Johns County Parks and Recreation Department shall be consulted during the initial design of the active park. Park impact fee credits shall be allowed for the active park conveyed to the County in accordance with the applicable St. Johns County impact fee ordinance.

b. A village green and linear park along the loop road, which shall include a walking path and a bike path shall be completed during Phase I. The walking path and bike path shall be installed by the Developer or a community development district. The village green and linear park shall be owned and maintained by a community development district or property owners association. No user fees shall be charged for use of these facilities. The total acreage within the village green and linear park shall be adequate to satisfy the balance of the Phase I requirement of 14 acres not satisfied by the acreage within the active park.

Phase II Community Parks.

a. The remaining 5.6 acres of Community Parks shall be completed during Phase II. The Phase II Community Parks may include active recreational areas, swim and tennis facilities, and extensions of the linear park along the loop road, as well as other park areas approved as Community Parks by the St. Johns County Parks and Recreation Department. The location of the Phase II Community Parks shall be identified prior to the commencement of Phase II. The Phase II Community Parks shall be owned by a community development district or property owners association. All

Community Park areas, except the swim and tennis facilities, shall be accessible by Marshall Creek residents without user fees.

If the swim and tennis facilities are identified by the Developer and approved by the St. Johns County Parks and Recreation Department to satisfy a part of the Community Parks requirement, then these facilities shall be accessible by residents of the Marshall Creek DRI, subject to a reasonable user fee.

Neighborhood Parks.

The Neighborhood Parks shall be private parks and shall be accessible to the residents of the Marshall Creek DRI.

Education

35. The Developer shall negotiate in good faith with the St. Johns County School District to determine whether a mutually beneficial agreement can be reached concerning construction of a public school on the Marshall Creek property. The Developer shall meet with the staff of the St. Johns County School District, at their request with reasonable notice, and, if requested, shall prepare a proposal for the provision of a completed school to the St. Johns County School District under an agreement for deed, lease/purchase arrangement or other similar financing technique. The Developer and the staff of the School District shall provide a status report to be incorporated in the Annual Monitoring Report due in 2000. If the Developer and the School District are unable to reach a mutually beneficial agreement by July 30, 2000, the Developer shall grant to the School District a six month option (by mutual agreement the time-frame can be extended) to acquire a school site on the following terms:

(a) The school site shall be at least 80 percent usable uplands and shall be large enough to meet the applicable requirements of the District for construction of an elementary school or K-8 school taking into account the availability of off-site drainage and retention and off-site recreational improvements that will be located adjacent to the school site.

(b) The Developer would receive school impact fee credits for the school site in accordance with the applicable County impact fee ordinance.

(c) To exercise the option, the School District would be required to enter into an agreement to commence construction of a school on the school site within eighteen (18) months after certificates of occupancy have been issued for 1,000 residential units within Marshall Creek subject to Department of Education approval of the school. If Department of Education approval of the school and all other requirements necessary to allow the School District to commence construction are not attained within twenty-four (24) months after certificates of occupancy are issued for 1,000 residential units within Marshall Creek, then the school site would be returned to the Developer. If the school site were returned to the Developer, then, simultaneously with such return, the impact fee credits shall be void and any impact fee credits that had been used would be repaid by the Developer.

(d) The location of the school site shall be adjacent to the active recreational park and shall be within Mixed Use District A or B. The exact location shall be incorporated into the PUD Master Plan on or before July 30, 2000.

Historical and Archeological Sites

36. Archeological sites 8SJ3145, 3146, 3149, 3471, and 3476 shall remain undisturbed, except for Phase 2 testing, until the Applicant has completed Phase 2 testing of these sites and received concurrence from the Division of Historical Resources as to their significance and necessary mitigation requirements. If the Division of Historical Resources determines that preservation or mitigation is necessary to maintain a site, the Applicant shall develop a preservation or mitigation plan to be reviewed and approved by the Division of Historical Resources and St. Johns County. Copies of this plan will be included in the ensuing Annual Monitoring Report. Map D attached as Exhibit 7 shows the locations of each of these sites. The Developer shall submit a notice of Proposed Change to include any sites to be preserved on Map H within six months of approval of any preservation plan by the Division of Historical Resources. Any burial sites shall be preserved on site and shall not be disturbed.

Impact Fees

37. Impact fee credits towards any present or future impact fees that may be adopted by St. Johns County shall be allowed for any contribution of land, money (including, but not limited to, "fair share contributions") or improvements made by the Developer or the Community Development District, as the case may be, for public facilities pursuant to the guidelines stipulated in Section 380.06(16), Florida Statutes, and St. Johns County Impact Fee Ordinances 87-57, 87-58, 87-59 and 87-60, as they may be amended. The Developer proposes and the County agrees that, in the event

that any contributions of land, money (including "fair share payments"), or improvements funded or constructed with funds from a community development district are required by then current law to give rise to impact fee credits to the community development district, then such impact fee credit shall be established in the name of the community development district.

Community Development District

38. The Developer has indicated that it may form one or more Community Development Districts within the DRI pursuant to Chapter 190, F.S. (1997). Nothing in this section shall be construed as approval or consent by the County to the establishment of the Community Development District by the Developer pursuant to Chapter 190, F.S., and the County expressly maintains all rights available to it pursuant to Chapter 190, F.S., related to the proposed establishment of a Community Development District by the Developer. Any Community Development District for Marshall Creek approved pursuant to Chapter 190, F.S. (1997) may finance, fund, plan, establish, acquire, construct or reconstruct, enlarge or extend, equip, operate and maintain projects, systems and facilities for the purposes described in Section 190.012, F.S., including, but not limited to, any of the indicated transportation improvements set forth in Paragraph 29 of this Development Order and any other project required or authorized by this Development Order. Construction or funding by any such Community Development District of all such projects within or without the boundaries of the Community Development District required by this Development Order or necessary to serve the development approved by this Development

Order is expressly approved. If the Developer is required by this Development Order to provide, pay for or otherwise cause to be provide, infrastructure, projects, systems or facilities set forth in Chapter 190, F.S., including, without limitation, those in §190.012(1) and (2) F.S. (1997), then the Community Development District independently may satisfy such obligations. To the extent any such obligation under this Development Order is met or performed by the Community Development District, then the Developer shall no longer be subject to the obligation. The Developer proposes and the County agrees that, in the event that any contributions of land, money (including "fair share payments"), or improvements funded or constructed with funds from a Community Development District are required by then current law to give rise to impact fee credits to the Community Development District, then such impact fee credits shall be established in the name of the Community Development District.

39. Design Criteria. The Developer shall incorporate into the PUD requirements for special design criteria within the portion of Mixed Use Parcel A fronting on U.S. 1 to ameliorate any strip commercial effect through landscaping, signage, and access.

40. Shannon Road/Out Parcel Access and Buffering

Shannon Road, a road declared by the Board of County Commissioners of St. Johns County to be a County road in 1974 and a road maintained and used as a County road since that time, shall not be relocated or closed without approval of St. Johns County. If the relocation or closing is to be permanent, it shall first be approved by County Road vacation procedures required by State law

and County ordinances and procedures. This provision shall not be interpreted as requiring or committing the County to approve such road vacation, and the Developer shall not rely on this provision as a commitment that the County will approve the temporary or permanent closing or relocation of Shannon Road.

The existing Shannon Road may be used as a construction entry road to the Marshall Creek project so long as that road is maintained in a condition equal or better than it is in on the effective date of this Order. However, use of Shannon Road as an entrance to the project shall cease upon direction of the County Road and Bridge Department in order to maintain the road, or upon completion of another approved County access to the project, whichever is occurs first.

Vehicle and pedestrian access to parcels of real property not included in the Marshall Creek project, but totally surrounded by it (hereinafter "Out Parcels") will be provided at all times in the future by the Developer or in the Developer's place, a successor home owner association or community development district in a manner which is as efficient, useable, serviceable, or better than that provided by said Shannon Road and other easements as they exist on the date of County approval of this Development of Regional Impact. If Shannon Road access to said Out Parcels is permanently replaced by any other road, such permanent replacement road shall meet all County standards applicable to access to said Out Parcels and the structures thereon. Final Development Plans which encompass or substantially affect any portion of the existing Shannon Road shall provide a description of the construction

schedule demonstrating how access to the Out Parcels will be maintained or replaced in a manner consistent with these requirements.

A 25' undisturbed vegetated buffer shall be maintained around the outparcels and all buildings within the Marshall Creek project shall be set back a minimum of 40' from the outparcel boundaries.

41. Lands East of Eastern Boundary. The ADA originally included approximately 127 acres east of the current DRI boundary lying upland of the mean high water line. These lands were withdrawn from the ADA by a request dated September 8, 1998, because title to such lands is in question. In the event that the Applicant confirms or obtains ownership of any part or all of such lands, the Applicant shall submit a Notice of Proposed Change or other appropriate request under §380.06 F.S. (whichever applies) to include such lands within this Development Order. Any increase in residential development that may be allowed in connection with the addition of such lands, up to 55 additional units, shall not be subject to further review for impacts to public facilities as these impacts were already included in the original ADA and accompanying submittals.

RENDITION

Within 10 days of the adoption of this development order, St. Johns County shall render a copy of this development order with all attachments, certified as complete and accurate, by certified mail, return receipt requested, to the Florida Department of Community Affairs, Bureau of Local Planning, Northeast Florida Regional Planning Council, and the Applicant.

PASSED AND ENACTED BY THE BOARD OF COUNTY COMMISSIONERS OF ST.
JOHNS COUNTY, FLORIDA, THIS 13 DAY OF October, 1998.

BOARD OF COUNTY COMMISSIONERS OF ST.
JOHNS COUNTY, FLORIDA

By:

Mose A. Stoyd
Chairman

ATTEST: Cheryl Strickland

By:

Wynne Carter
Deputy Clerk

Adopted Regular Meeting 10-13, 1998

Effective: 3 October 23, 1998

Exhibit List

- Exhibit 1. Legal Description of DRI Property
- Exhibit 2. Master Plan - Map H
- Exhibit 3. Land Use Summary and Comprehensive Plan Compliance Table
- Exhibit 4. Land Use Exchange Table
- Exhibit 5. Proposed Project Phasing
- Exhibit 6. Gopher Tortoise Habitat - Map G-1
- Exhibit 7. Existing Conditions and Vegetation Map - Map D
- Exhibit 8. Water Quality Monitoring Program

LEGAL DESCRIPTION OF MARSHALL CREEK DEVELOPMENT AREA:

ALL OF SECTION 34; ALL OF THE THERESA MARSHALL GRANT, SECTION 53; ALL OF THE THERESA MARSHALL OR THE JUANNA PAREDES GRANT, SECTION 56 AND A PART OF SECTION 33; A PART OF THE CLARA P. ARNAU GRANT, SECTION 44; A PART OF THE JAMES ARNAU GRANT, SECTION 45; A PART OF THE THERESA MARSHALL OR CLARA P. ARNAU GRANT, SECTION 54; A PART OF THE THERESA MARSHALL OR THE JUANNA PAREDES OR THE CLARA P. ARNAU GRANT, SECTION 55; A PART OF THE JUANNA PAREDES OR THE JAMES ARNAU GRANT, SECTION 57; A PART OF THE THERESA MARSHALL OR THE JAMES ARNAU GRANT, SECTION 58; A PART OF THE THERESA MARSHALL GRANT SECTION 59; A PART OF THE THERESA MARSHALL OR THE ROQUE LEONARDI GRANT, SECTION 60; A PART OF THE ROQUE LEONARDI GRANT, SECTION 61, ALL IN TOWNSHIP 5 SOUTH, RANGE 29 EAST; TOGETHER WITH A PART OF SECTIONS 3 AND 4 IN TOWNSHIP 6 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR THE POINT OF BEGINNING COMMENCE AT A CONCRETE MONUMENT WITH A 1" DISK (WITH NO SURVEYORS IDENTIFICATION) FOUND AT THE INTERSECTION OF THE SOUTHERLY LINE OF LANDS DESCRIBED AS PARCEL "2" IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 883, PAGE 0200 WITH THE NORTHEASTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY NO.1 (A VARIABLE WIDTH RIGHT-OF-WAY AS NOW ESTABLISHED), THENCE NORTHWESTERLY, ALONG LAST SAID RIGHT-OF-WAY LINE, THE FOLLOWING 7 COURSES, COURSE NO.1: NORTH 37°50'32"WEST, 54.90 FEET TO A SET CONCRETE MONUMENT STAMPED "LB-4622"; COURSE NO.2: NORTH 52°09'28"EAST, 52.80 FEET TO A SET CONCRETE MONUMENT STAMPED "LB-4622"; COURSE NO.3: NORTH 35°19'10"WEST, 1067.29 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.4: NORTH 37°47'03"WEST, 520.72 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.5: NORTH 38°30'42"WEST, 1472.43 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.6: SOUTH 62°29'49"WEST, 84.47 FEET TO A FOUND "SRD-R/W" CONCRETE MONUMENT; COURSE NO.7: NORTH 37°50'32"WEST, 648.41 FEET TO A CONCRETE MONUMENT STAMPED "LB-4622" SET AT THE INTERSECTION OF THE SAID NORTHEASTERLY RIGHT-OF-WAY LINE OF U.S. HIGHWAY NO.1 WITH A LINE DESCRIBED AS A BOUNDARY LINE AGREEMENT BETWEEN GRAN CENTRAL CORP. AND GENESIS LIMITED PARTNERSHIP, AS INTENDED TO BE DESCRIBED IN SAID OFFICIAL RECORDS IN BOOK 878, PAGE 1190; THENCE ALONG THE LINE DESCRIBED IN SAID BOUNDARY LINE AGREEMENT, THE SAME BEING THE NORTHWESTERLY RIGHT-OF-WAY LINE OF SHANNON ROAD (A 60-FOOT RIGHT-OF-WAY AS MENTIONED IN SAID BOUNDARY LINE AGREEMENT), THE FOLLOWING 2 COURSES, COURSE NO.1: NORTH 38°53'53"EAST, 3140.74 FEET TO A FOUND 0.5 FOOT DIAMETER CONCRETE MONUMENT STAMPED "FLORIDA EAST COAST RAILWAY CO., LB-169" AT A POINT OF CURVATURE; COURSE NO.2: THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 730.0 FEET, A CHORD BEARING AND DISTANCE OF NORTH 42°38'24"EAST, 95.28 FEET TO A FOUND 0.5 FOOT CONCRETE MONUMENT STAMPED "FLORIDA EAST COAST RAILWAY CO., LB-169"; THENCE CONTINUE ALONG SAID BOUNDARY LINE AGREEMENT, THE FOLLOWING 4 COURSES, COURSE NO.1: NORTH 33°37'31"WEST, 809.97 FEET TO A FOUND CONCRETE MONUMENT WITH A 1" DISK (HAVING NO SURVEYOR IDENTIFICATION); COURSE NO.2: NORTH 14°22'53"EAST, 4585.21 FEET TO A CONCRETE MONUMENT SET AT THE SOUTHWESTERLY CORNER OF PARCEL "B", AS INTENDED TO BE DESCRIBED IN SAID OFFICIAL RECORDS IN BOOK 878, PAGE 1184; COURSE NO.3: SOUTH 89°57'27"EAST, 2024.01 FEET TO A 0.5 FOOT DIAMETER CONCRETE MONUMENT STAMPED "FLORIDA EAST COAST RAILWAY CO., LB-169" FOUND AT THE SOUTHEASTERLY CORNER OF SAID PARCEL "B"; COURSE NO.4: CONTINUE SOUTH 89°57'27"EAST, 2599.30 FEET TO THE U.S. GOVERNMENT LAND OFFICE MEANDER LINE FOR SECTIONS 44, 45, 59 AND 61, SAID TOWNSHIP 5 SOUTH, RANGE 29 EAST, AS RE-SURVEYED BY PHILLIPS SURVEYING, INC., APRIL 30, 1982; THENCE SOUTH 13°51'29"EAST, ALONG SAID GOVERNMENT MEANDER LINE, 674.48 FEET TO A POINT HEREAFTER KNOWN AS POINT "A"; THENCE CONTINUE SOUTH 13°51'29"EAST, 177.79 FEET TO AN ANGLE POINT IN SAID GOVERNMENT MEANDER LINE; THENCE SOUTH 06°08'31"WEST, CONTINUING ALONG LAST SAID MEANDER LINE, 243.93 FEET TO A POINT HEREAFTER KNOWN AS POINT "B"; THENCE CONTINUE SOUTH 06°08'31"WEST, ALONG SAID GOVERNMENT MEANDER LINE, 704.37 FEET TO A POINT KNOWN HEREAFTER AS POINT "C"; THENCE CONTINUE SOUTH 06°08'31"WEST, ALONG SAID MEANDER LINE, 503.70 FEET TO AN ANGLE POINT; THENCE SOUTH 07°10'58"EAST, CONTINUING ALONG SAID GOVERNMENT MEANDER LINE, 1611.76 FEET TO AN ANGLE POINT; THENCE SOUTH 29°11'07"EAST, CONTINUING ALONG SAID MEANDER LINE, 220.28 FEET TO A POINT HEREAFTER KNOWN AS POINT "D"; THENCE CONTINUE SOUTH 29°11'07"EAST, ALONG SAID GOVERNMENT MEANDER LINE, 1231.72 FEET TO AN ANGLE POINT; THENCE CONTINUE ALONG SAID MEANDER LINE, THE FOLLOWING 3 COURSES, COURSE NO.1: SOUTH 11°11'07"EAST, 924.0 FEET; COURSE NO.2: SOUTH 82°48'53"WEST, 163.80 FEET; COURSE NO.3: SOUTH 21°11'07"EAST, 741.73 FEET TO THE NORTHERLY LINE OF LANDS DESCRIBED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 943, PAGE 1057; THENCE SOUTH 87°19'38"WEST, ALONG LAST SAID NORTHERLY LINE, 1171.48 TO A CONCRETE MONUMENT STAMPED "S.J.S.C. LB-4888" FOUND AT THE NORTHWESTERLY CORNER OF SAID LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 943, PAGE 1057; THENCE SOUTH 04°00'44"WEST, ALONG THE WESTERLY LINE OF LAST SAID LANDS, 1252.54 FEET TO A CONCRETE MONUMENT WITH A 1/2" IRON PIPE STAMPED "PLS-983" FOUND AT THE SOUTHWESTERLY CORNER OF LAST MENTIONED LANDS; THENCE NORTH 85°54'48"WEST, ALONG THE NORTHERLY LINE OF HILLDALE ACRES (AN UNRECORDED SUBDIVISION OF LOT 10, WHITE CASTLE FARMS; ALSO UNRECORDED) AS FOUND MONUMENTED, 1070.34 FEET TO A DISTURBED CONCRETE MONUMENT WITH A 1/2" IRON PIPE FOUND AT THE NORTHWESTERLY CORNER OF SAID HILLDALE ACRES; THENCE SOUTH 04°01'54"WEST, ALONG THE WESTERLY LINE OF SAID HILLDALE ACRES AND ALONG THE WESTERLY LINE OF SAID WHITE CASTLE FARMS, THE SAME BEING THE EASTERLY LINE OF LANDS DESCRIBED AS PARCEL "2" IN SAID OFFICIAL RECORDS IN BOOK 883, PAGE 0200, 1764.59 FEET TO THE NORTHERLY CORNER OF LANDS DESCRIBED IN SAID OFFICIAL RECORDS IN BOOK 987, PAGE 1306; THENCE SOUTH 42°35'22"WEST, ALONG THE NORTHWESTERLY LINE OF LAST MENTIONED LANDS, 465.98 FEET TO THE SOUTHWESTERLY CORNER OF SAID LANDS, THE SAME BEING THE SOUTHERLY LINE OF SAID LANDS DESCRIBED AS PARCEL "2" IN OFFICIAL RECORDS BOOK 883, PAGE 0200; THENCE SOUTH 81°31'55"WEST, ALONG LAST SAID SOUTHERLY LINE, 3549.69 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 1374.05 ACRES, MORE OR LESS.

LESS AND EXCEPT THE FOLLOWING 3 EXCEPTION PARCELS AND 4 MEAN HIGH WATER PARCELS.

EXHIBIT



SURVEYORS
&
LAND PLANNERS

PRIVETT & ASSOC. of FLA. INC.

2732 TOWNSEND BOULEVARD
JACKSONVILLE, FLORIDA 32211

Telephone
904/743-7658

LEGAL DESCRIPTION OF THE "SHANNON" EXCEPTION PARCELS WITHIN THE MARSHALL CREEK DEVELOPMENT, ST. JOHNS COUNTY, FLORIDA

FOR: THE HINES COMPANY

EXCEPTION PARCEL NO. 1:

ALL THAT CERTAIN TRACT OR PARCEL OF LAND LYING AND BEING IN THE ROQUE LEONARDI GRANT, SECTION 61, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA; SAID LAND BEING A RESIDUE PARCEL OF LANDS NOW OR FORMERLY OF W. R. SHANNON AS DESCRIBED IN DEED RECORDED IN DEED BOOK 176, PAGE 10 OF THE PUBLIC RECORDS OF SAID COUNTY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 61 AND RUN NORTH 4°-30' EAST, 210 FEET TO THE SOUTHEAST CORNER OF SAID LANDS OF W. R. SHANNON; THENCE RUN WEST, ALONG THE NORTH LINE OF GEORGIA E. SHANNON PROPERTY AND THE CONTINUATION OF SAME, 1426 FEET TO THE SOUTHWEST CORNER OF SAID LANDS OF W. R. SHANNON; THENCE RUN NORTH, 610 FEET TO THE NORTHWEST CORNER OF SAID LANDS OF W. R. SHANNON; THENCE RUN EAST, 427 FEET TO THE NORTHEAST CORNER OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 760, PAGE 1378 FOR THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED, CONTINUE EAST, 100 FEET TO THE NORTHWEST CORNER OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 814, PAGE 21; THENCE RUN SOUTH, ALONG THE WEST LINE OF LAST MENTIONED LANDS AND THE WEST LINE OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 928, PAGE 248, 400 FEET TO THE NORTH LINE OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 814, PAGE 19; THENCE RUN WEST, ALONG LAST MENTIONED NORTH LINE, 100 FEET TO THE NORTHWEST CORNER THEREOF ON THE EAST LINE OF SAID LANDS DESCRIBED IN OFFICIAL RECORDS BOOK 760, PAGE 1378; THENCE RUN NORTH, ALONG THE EAST LINE OF LAST MENTIONED LANDS, 400 FEET TO THE POINT OF BEGINNING.

THE LAND DESCRIBED IN EXCEPTION PARCEL NO. 1 CONTAINS 0.92 ACRES, MORE OR LESS.

EXCEPTION PARCEL NO. 2:

ALL THAT CERTAIN TRACT OR PARCEL OF LAND LYING AND BEING IN THE ROQUE LEONARDI GRANT, SECTION 61, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA; SAID LAND BEING A RESIDUE PARCEL OF LANDS NOW OR FORMERLY OF W. R. SHANNON AS DESCRIBED IN DEED RECORDED IN DEED BOOK 176, PAGE 10 OF THE PUBLIC RECORDS OF SAID COUNTY AND LANDS NOW OR FORMERLY OF JOHN E. SHANNON AS DESCRIBED IN DEED RECORDED IN DEED BOOK 190, PAGE 417 OF THE PUBLIC RECORDS OF SAID COUNTY; SAID

RESIDUE LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 61 AND RUN NORTH 4°-30' EAST, 210 FEET TO THE SOUTHEAST CORNER OF SAID LANDS OF W. R. SHANNON; THENCE RUN WEST, ALONG THE SOUTH LINE OF LAST MENTIONED LANDS, THE SAME BEING THE SOUTH LINE OF PARCEL 3B OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 719, PAGE 1109, 471 FEET, MORE OR LESS, TO THE SOUTHWEST CORNER OF LAST MENTIONED LANDS FOR THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED, CONTINUE WEST ALONG THE SOUTH LINE OF SAID LANDS OF W. R. SHANNON, THE SAME BEING THE NORTH LINE OF PARCEL 3C OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 719, PAGE 1109, 17 FEET, MORE OR LESS, TO THE NORTHWEST CORNER THEREOF; THENCE RUN SOUTH, ALONG A WEST LINE OF SAID PARCEL 3C, 182 FEET TO A POINT; THENCE RUN WEST, ALONG A NORTH LINE OF SAID PARCEL 3C, 240 FEET TO A POINT ON THE EAST LINE OF PARCEL "DII" OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 814, PAGE 19; THENCE RUN NORTH, ALONG LAST MENTIONED EAST LINE, 182 FEET TO THE NORTHEAST CORNER THEREOF; THENCE RUN WEST, ALONG THE NORTH LINE OF LAST MENTIONED LANDS, 1.6 FEET, MORE OR LESS, TO THE SOUTHEAST CORNER OF PARCEL "AA" OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 814, PAGE 19; THENCE RUN NORTH, ALONG THE EAST LINE OF LAST MENTIONED LANDS, 179.77 FEET TO THE NORTHEAST CORNER THEREOF; THENCE RUN EAST, ALONG THE SOUTH LINE OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 928, PAGE 248, 66 FEET, MORE OR LESS, TO THE SOUTHEAST CORNER THEREOF; THENCE RUN NORTH, ALONG THE EAST LINE OF LAST MENTIONED LANDS, 180.67 FEET, MORE OR LESS, TO THE SOUTHWEST CORNER OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 770, PAGE 218; THENCE RUN EAST, ALONG THE SOUTH LINE OF LAST MENTIONED LANDS, 210 FEET, MORE OR LESS, TO THE SOUTHEAST CORNER THEREOF ON THE WEST LINE OF PARCEL 3A OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 719, PAGE 1109; THENCE RUN SOUTH, ALONG THE WEST LINE OF LAST MENTIONED LANDS AND THE WEST LINE OF SAID PARCEL 3U, 348 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

THE LAND DESCRIBED IN EXCEPTION PARCEL NO. 2 CONTAINS 3 ACRES, MORE OR LESS.

EXCEPTION PARCEL NO. 3:

ALL THAT CERTAIN TRACT OR PARCEL OF LAND LYING AND BEING IN SECTION 44, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA; SAID LAND BEING A RESIDUE PARCEL OF LANDS NOW OR FORMERLY OF GEORGIA E. SHANNON AS DESCRIBED IN DEED RECORDED IN DEED BOOK 119, PAGE 369 OF THE PUBLIC RECORDS OF SAID COUNTY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE NORTHEAST CORNER OF SAID SECTION 44 AND RUN WEST, ALONG THE SOUTH LINE OF LANDS OF JOHN E. SHANNON AS DESCRIBED IN DEED RECORDED IN DEED BOOK 190, PAGE 417 OF THE PUBLIC RECORDS OF SAID COUNTY, 960 FEET, MORE OR LESS, TO THE SOUTHWEST CORNER THEREOF FOR THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED RUN EAST, ALONG THE SOUTH LINE OF SAID LANDS OF JOHN E. SHANNON, 348.54 FEET, MORE OR LESS, TO THE NORTHWEST CORNER OF PARCEL 5 OF THOSE CERTAIN LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 719, PAGE 1109; THENCE RUN THE FOLLOWING FIVE COURSES ALONG THE WEST LINES OF LAST MENTIONED LANDS: COURSE NO. 1 - SOUTH $0^{\circ}-02'-09''$ WEST, 39.97 FEET; COURSE NO. 2 - DUE EAST, 275.38 FEET; COURSE NO. 3 - SOUTH $0^{\circ}-02'-09''$ WEST, 339.81 FEET; COURSE NO. 4 - DUE WEST 495.42 FEET; COURSE NO. 5 - SOUTH $0^{\circ}-02'-09''$ WEST, 119.56 FEET TO THE NORTHEAST CORNER OF LANDS DESCRIBED IN DEED RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 826, PAGE 18; THENCE RUN WEST, ALONG THE NORTH LINE OF LAST MENTIONED LANDS, 128 FEET TO THE NORTHWEST CORNER THEREOF ON THE WEST LINE OF SAID LANDS OF GEORGIA E. SHANNON; THENCE RUN NORTH, ALONG LAST MENTIONED WEST LINE, 500 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

THE LAND DESCRIBED IN EXCEPTION PARCEL NO. 3 CONTAINS 5.5 ACRES, MORE OR LESS.

LEGAL DESCRIPTION OF MEAN HIGH WATER PARCEL "A"

A PORTION OF THE ROQUE LEONARDI GRANT, SECTION 61, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR THE POINT OF BEGINNING COMMENCE AT AFOREMENTIONED POINT "A", THENCE ALONG THE MEAN HIGH WATER LINE AS ESTABLISHED BY ABOVE MENTIONED "MEAN HIGH WATER LINE SURVEY" AND THE MEANDERING THEREOF, THE FOLLOWING 5 COURSES, COURSE NO.1: SOUTH 69°21'15"WEST, 64.51 FEET; COURSE NO.2: SOUTH 26°36'28"WEST, 72.16 FEET; COURSE NO.3: SOUTH 10°34'39"EAST, 64.75 FEET; COURSE NO.4: SOUTH 61°18'56"EAST, 71.45 FEET; COURSE NO.5: SOUTH 65°18'05"EAST, 62.24 FEET TO THE AFOREMENTIONED U.S. GOVERNMENT MEANDER LINE; THENCE NORTH 06°08'31"EAST, ALONG SAID GOVERNMENT MEANDER LINE, 38.82 FEET TO AN ANGLE POINT IN SAID LINE; THENCE NORTH 13°51'29"WEST, CONTINUING ALONG SAID GOVERNMENT MEANDER LINE, 177.79 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 0.40 ACRES, MORE OR LESS.

LEGAL DESCRIPTION OF MEAN HIGH WATER PARCEL "B"

A PORTION OF THE ROQUE LEONARDI GRANT, SECTION 61, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR THE POINT OF BEGINNING COMMENCE AT AFOREMENTIONED POINT "B", THENCE ALONG THE MEAN HIGH WATER LINE AS ESTABLISHED BY ABOVE MENTIONED "MEAN HIGH WATER LINE SURVEY" AND THE MEANDERING THEREOF, THE FOLLOWING 2 COURSES, COURSE NO.1: SOUTH 66°08'56"WEST, 20.38 FEET; COURSE NO.2: SOUTH 27°01'50"EAST, 32.25 FEET TO THE AFOREMENTIONED U.S. GOVERNMENT MEANDER LINE; THENCE NORTH 06°08'31"EAST, ALONG SAID GOVERNMENT MEANDER LINE, 37.18 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 0.008 ACRES, MORE OR LESS.

LEGAL DESCRIPTION OF MEAN HIGH WATER PARCEL "C"

A PORTION OF THE ROQUE LEONARDI GRANT, SECTION 61, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR THE POINT OF BEGINNING COMMENCE AT AFOREMENTIONED POINT "C", THENCE ALONG THE MEAN HIGH WATER LINE AS ESTABLISHED BY ABOVE MENTIONED "MEAN HIGH WATER LINE SURVEY" AND THE MEANDERING THEREOF, THE FOLLOWING 3 COURSES, COURSE NO.1: COURSE NO.1: SOUTH 50°10'39"WEST, 17.37 FEET; COURSE NO.2: SOUTH 20°32'57"EAST, 12.37 FEET; COURSE NO.3: NORTH 61°25'43"EAST, 7.93 FEET TO THE AFOREMENTIONED U.S. GOVERNMENT MEANDER LINE; THENCE NORTH 06°08'31"EAST, ALONG SAID GOVERNMENT MEANDER LINE, 19.02 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 0.004 ACRES, MORE OR LESS.

LEGAL DESCRIPTION OF MEAN HIGH WATER PARCEL "D"

A PART OF THE THERESA MARSHALL GRANT OR THE CLARA P. ARNAU GRANT, SECTION 54; A PART OF THE THERESA MARSHALL GRANT, THE JUANNA PAREDES GRANT AND THE CLARA P. ARNAU GRANT, SECTION 55; A PART OF THE JUANNA PAREDES OR THE JAMES ARNAU GRANT, SECTION 57, A PART OF THERESA MARSHALL GRANT OR THE JAMES ARNAU GRANT, SECTION 58 AND A PART OF THE THERESA MARSHALL GRANT, SECTION 59, ALL IN TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR THE POINT OF BEGINNING COMMENCE AT AFOREMENTIONED POINT "D", THENCE ALONG THE MEAN HIGH WATER LINE OF MARSHALL CREEK AS ESTABLISHED BY ABOVE MENTIONED "MEAN HIGH WATER LINE SURVEY" AND THE MEANDERING THEREOF, THE FOLLOWING 127 COURSES:

COURSE NO.1: SOUTH 20°41'39"WEST, 25.45 FEET; COURSE NO.2: SOUTH 41°12'28"WEST, 53.84 FEET; COURSE NO.3: SOUTH 15°27'53"WEST, 118.57 FEET; COURSE NO.4: SOUTH 10°51'21"EAST, 88.67 FEET; COURSE NO.5: SOUTH 88°44'57"WEST, 65.47 FEET; COURSE NO.6: NORTH 56°46'53"WEST, 89.36 FEET; COURSE NO.7: NORTH 21°37'56"WEST, 103.86 FEET; COURSE NO.8: NORTH 80°40'58"WEST, 56.58 FEET; COURSE NO.9: NORTH 53°58'10"WEST, 50.39 FEET; COURSE NO.10: SOUTH 69°49'19"WEST, 43.02 FEET; COURSE NO.11: SOUTH 43°07'24"WEST, 59.85 FEET; COURSE NO.12: SOUTH 38°08'29"WEST, 60.45 FEET; COURSE NO.13: SOUTH 13°02'38"WEST, 88.66 FEET; COURSE NO.14: SOUTH 29°31'28"WEST, 86.17 FEET; COURSE NO.15: SOUTH 49°45'53"WEST, 75.62 FEET; COURSE NO.16: SOUTH 76°14'03"WEST, 52.69 FEET; COURSE NO.17: SOUTH 38°28'06"WEST, 82.38 FEET; COURSE NO.18: SOUTH 21°50'16"WEST, 70.74 FEET; COURSE NO.19: SOUTH 25°05'44"WEST, 61.86 FEET; COURSE

NO.20: SOUTH 43°03'07"WEST, 115.14 FEET; COURSE NO.21: SOUTH 52°15'01"WEST, 84.42 FEET; COURSE NO.22: NORTH 60°52'48"WEST, 204.41 FEET; COURSE NO.23: NORTH 50°47'28"WEST, 40.27 FEET; COURSE NO.24: NORTH 32°35'00"WEST, 39.30 FEET; COURSE NO.25: NORTH 24°34'19"WEST, 46.72 FEET; COURSE NO.26: NORTH 54°42'19"WEST, 82.38 FEET; COURSE NO.27: NORTH 65°07'35"WEST, 81.05 FEET; COURSE NO.28: NORTH 67°16'47"WEST, 66.67 FEET; COURSE NO.29: NORTH 79°28'12"WEST, 125.46 FEET; COURSE NO.30: NORTH 55°54'12"WEST, 56.19 FEET; COURSE NO.31: NORTH 56°43'52"WEST, 69.64 FEET; COURSE NO.32: NORTH 64°50'41"WEST, 55.92 FEET; COURSE NO.33: NORTH 59°58'21"WEST, 48.51 FEET; COURSE NO.34: NORTH 50°35'26"WEST, 105.97 FEET; COURSE NO.35: NORTH 69°18'51"WEST, 34.93 FEET; COURSE NO.36: NORTH 76°29'16"WEST, 79.24 FEET; COURSE NO.37: SOUTH 75°35'01"WEST, 65.34 FEET; COURSE NO.38: SOUTH 49°43'13"WEST, 32.91 FEET; COURSE NO.39: NORTH 68°50'07"WEST, 20.05 FEET; COURSE NO.40: SOUTH 49°17'17"WEST, 18.25 FEET; COURSE NO.41: NORTH 35°18'16"WEST, 79.83 FEET; COURSE NO.42: NORTH 29°56'04"WEST, 46.87 FEET; COURSE NO.43: NORTH 34°24'57"WEST, 48.33 FEET; COURSE NO.44: NORTH 40°14'44"WEST, 61.92 FEET; COURSE NO.45: NORTH 35°20'40"WEST, 35.44 FEET; COURSE NO.46: NORTH 05°04'43"WEST, 38.17 FEET; COURSE NO.47: NORTH 02°32'51"EAST, 57.38 FEET; COURSE NO.48: NORTH 28°23'00"EAST, 33.74 FEET; COURSE NO.49: NORTH 22°01'11"WEST, 25.54 FEET; COURSE NO.50: SOUTH 61°08'58"WEST, 7.20 FEET; COURSE NO.51: SOUTH 37°28'48"EAST, 15.36 FEET; COURSE NO.52: SOUTH 20°54'32"WEST, 56.08 FEET; COURSE NO.53: SOUTH 06°03'21"WEST, 54.52 FEET; COURSE NO.54: SOUTH 14°52'12"EAST, 36.51 FEET; COURSE NO.55: SOUTH 40°28'52"EAST, 44.29 FEET; COURSE NO.56: SOUTH 37°51'59"EAST, 54.23 FEET; COURSE NO.57: SOUTH 20°44'14"EAST, 42.88 FEET; COURSE NO.58: SOUTH 35°22'57"EAST, 50.21 FEET; COURSE NO.59: SOUTH 30°54'50"EAST, 63.54 FEET; COURSE NO.60: SOUTH 84°22'19"EAST, 79.94 FEET; COURSE NO.61: SOUTH 30°57'06"EAST, 30.46 FEET; COURSE NO.62: NORTH 74°51'13"EAST, 67.42 FEET; COURSE NO.63: SOUTH 03°59'06"WEST, 62.77 FEET; COURSE NO.64: SOUTH 40°45'13"EAST, 75.19 FEET; COURSE NO.65: SOUTH 57°44'36"EAST, 67.94 FEET; COURSE NO.66: SOUTH 66°42'50"EAST, 79.78 FEET; COURSE NO.67: SOUTH 77°32'07"EAST, 49.43 FEET; COURSE NO.68: SOUTH 64°58'23"EAST, 42.56 FEET; COURSE NO.69: SOUTH 20°08'02"WEST, 37.53 FEET; COURSE NO.70: NORTH 63°24'23"EAST, 30.89 FEET; COURSE NO.71: SOUTH 37°15'48"EAST, 70.13 FEET; COURSE NO.72: SOUTH 38°37'54"EAST, 45.51 FEET; COURSE NO.73: SOUTH 65°02'48"EAST, 68.85 FEET; COURSE NO.74: SOUTH 64°57'05"EAST, 112.29 FEET; COURSE NO.75: SOUTH 51°19'55"EAST, 78.16 FEET; COURSE NO.76: SOUTH 40°27'41"EAST, 72.12 FEET; COURSE NO.77: SOUTH 30°26'18"EAST, 77.22 FEET; COURSE NO.78: SOUTH 01°38'14"EAST, 42.45 FEET; COURSE NO.79: SOUTH 13°01'03"EAST, 41.44 FEET; COURSE NO.80: SOUTH 77°02'04"EAST, 76.09 FEET; COURSE NO.81: SOUTH 30°36'18"WEST, 117.85 FEET; COURSE NO.82: SOUTH 44°30'43"WEST, 79.44 FEET; COURSE NO.83: SOUTH 30°43'03"WEST, 67.24 FEET; COURSE NO.84: SOUTH 29°40'27"WEST, 55.71 FEET; COURSE NO.85: SOUTH 31°15'49"EAST, 33.82 FEET; COURSE NO.86: NORTH 72°29'00"EAST, 53.21 FEET; COURSE NO.87: NORTH 52°51'01"EAST, 82.99 FEET; COURSE NO.88: NORTH 54°19'38"EAST, 85.73 FEET; COURSE NO.89: NORTH 61°06'42"EAST, 89.10 FEET; COURSE NO.90: NORTH 51°30'17"EAST, 93.53 FEET; COURSE NO.91: NORTH 44°52'07"EAST, 102.69 FEET; COURSE NO.92: NORTH 72°26'31"EAST, 35.95 FEET; COURSE NO.93: NORTH 61°30'25"EAST, 48.78 FEET; COURSE NO.94: NORTH 59°05'35"EAST, 69.84 FEET; COURSE NO.95: NORTH 16°54'54"EAST, 61.52 FEET; COURSE NO.96: NORTH 66°43'51"EAST, 89.42 FEET; COURSE NO.97: SOUTH 59°41'27"EAST, 86.27 FEET; COURSE NO.98: SOUTH 81°27'36"EAST, 65.29 FEET; COURSE NO.99: SOUTH 66°11'07"EAST, 85.07 FEET; COURSE NO.100: SOUTH 27°56'06"EAST, 86.59 FEET; COURSE NO.101: SOUTH 32°52'25"EAST, 74.03 FEET; COURSE NO.102: SOUTH 27°21'02"EAST, 85.45 FEET; COURSE NO.103: SOUTH 29°56'35"EAST, 77.97 FEET; COURSE NO.104: SOUTH 30°19'25"EAST, 121.0 FEET; COURSE NO.105: SOUTH 23°03'28"EAST, 79.26 FEET; COURSE NO.106: SOUTH 59°25'35"EAST, 42.10 FEET; COURSE NO.107: NORTH 76°01'12"EAST, 47.02 FEET; COURSE NO.108: NORTH 06°44'27"EAST, 41.34 FEET; COURSE NO.109: NORTH 06°55'15"WEST, 65.03 FEET; COURSE NO.110: NORTH 14°35'45"EAST, 59.06 FEET; COURSE NO.111: NORTH 04°25'43"WEST, 82.08 FEET; COURSE NO.112: NORTH 05°27'32"WEST, 96.32 FEET; COURSE NO.113: NORTH 12°10'45"WEST, 93.59 FEET; COURSE NO.114: NORTH 11°27'43"WEST, 63.08 FEET; COURSE NO.115: NORTH 08°19'08"WEST, 69.94 FEET; COURSE NO.116: NORTH 64°38'16"EAST, 44.70 FEET; COURSE NO.117: SOUTH 70°36'46"EAST, 81.17 FEET; COURSE NO.118: NORTH 87°51'25"EAST, 43.01 FEET; COURSE NO.119: NORTH 54°41'18"EAST, 33.84 FEET; COURSE NO.120: NORTH 16°08'14"EAST, 60.83 FEET; COURSE NO.121: NORTH 09°31'01"WEST, 47.23 FEET; COURSE NO.122: SOUTH 58°23'01"EAST, 97.67 FEET; COURSE NO.123: SOUTH 28°39'46"EAST, 23.49 FEET; COURSE NO.124: NORTH 03°43'24"WEST, 32.96 FEET; COURSE NO.125: NORTH 10°56'30"WEST, 87.47 FEET; COURSE NO.126: NORTH 11°23'01"EAST, 64.30 FEET; COURSE NO.127: NORTH 69°07'11"EAST, 86.96 FEET TO THE AFOREMENTIONED U.S. GOVERNMENT MEANDER LINE; THENCE NORTH 29°11'07"WEST, ALONG SAID MEANDER LINE, 565.49 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 21.10 ACRES, MORE OR LESS.

GROSS PROJECT AREA = ±1374.05 ACRES

MEAN HIGH WATER LINE
WITHIN PROJECT AREA

AREA "A" = ±0.40 ACRES
AREA "B" = ±0.008 ACRES
AREA "C" = ±0.001 ACRES
AREA "D" = ±21.10 ACRES

EXCEPTION PARCELS
WITHIN PROJECT AREA

PARCEL NO. 1 = ±0.92 ACRES
PARCEL NO. 2 = ±3 ACRES
PARCEL NO. 3 = ±3.5 ACRES

NET PROJECT AREA = ±1343.12 ACRES

NOTE: REFER TO PRIVETT AND ASSOCIATES
DWG. NO. C-038-002, DATED: 8-27-98
FOR SKETCH OF DESCRIBED LANDS

PREPARED BY:
DATE: 8-27-98



PRIVETT & ASSOC.
OF FLORIDA, INC.
SURVEYORS AND LAND PLANNERS
2732 TOWNSEND BOULEVARD
JACKSONVILLE, FLORIDA, 32211
(904) 743-7658

PAUL B. PRIVETT, JR.
REGISTERED SURVEYOR NO. 2218 GA.
REGISTERED SURVEYOR & MAPPER NO. 2441 FL.
JOHN R. LIND
REGISTERED SURVEYOR & MAPPER NO. 4774 FL.
CHARLES R. LEE
REGISTERED SURVEYOR & MAPPER NO. 6416 FL.

LEGEND

Preservation



Preservation

Golf Course:
Approximate
Hole Locations

Right Turn In/Out Only



Directional Intersection



Full Intersection

EXHIBIT 2

Master Plan

MAP H

Typical Village Parcels (VP)

- * Residential
- * Amenities
- * Lakes
- * Natural Areas

Village Center District

- * Residential
- * Retail & Office
- * Golf Club
- * Amenities
- * Lakes
- * Natural Areas

Possible Access

Mixed Use/Parcel B
Boundary LineMixed-Use
Parcel A

- * Commercial/Retail/
Service
- * Office
- * Residential
- * Amenities
- * Lakes
- * Natural Areas

DRI
BOUNDARY Line

Out Parcels

East Parcel

(Includes
Maritime Hammock)

Tolomato River

Marshall Creek

Approx. Edge
of Marsh

Mixed-Use Parcel B

- * Office
- * Residential
- * Amenities
- * Lakes
- * Natural Areas

Wetlands

Possible Access

NOTE: Preservation Areas are shown as generalized areas and are subject to final design, road crossings and final wetland surveys.

MARSHALL CREEK

Master Planned Residential Community

Land Use Summary & Comprehensive Plan Compliance April 15, 1998/Revised September 1998

AREA & LAND USE ¹	ACREAGE	DENSITY/AC.	UNITS	SQ. FT.
Density B				
Village Center/Commercial	10			100,000
Residential & Amenities				
Uplands	903	2 d.u.	1,806	
Wetland Credit	200	2 d.u. (10%)	40	
Subtotal	1,113		1,846	100,000
Mixed Use				
Wetlands	76			
Commercial (Retail & Office)	80			800,000
Residential	50	13 d.u.	650	
Residential	24	6.1 d.u.	146	
Subtotal	230		796	800,000
TOTAL PUD LAND USE	1,343		2,642	900,000

Total Uplands	1,067
Total Wetlands	276
TOTAL SITE AREA	1,343

¹ Rounded to nearest whole number.

LAND USE EXCHANGE TABLE

The quantity of multi-family or office may be increased by the method below:

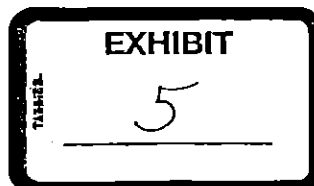
1. The number of multi-family units may be increased to a maximum amount of 1,500 units, with a corresponding decrease in the number of single-family dwelling units based on the ratio of one multi-family unit to 0.624 single-family units.
2. The quantity of office may be increased to a maximum amount of 700,000 sq. ft., with a corresponding decrease in the quantity of Retail/Service use based on the ratio of one office square foot to 0.266 Retail/Service use square foot.

EXHIBIT

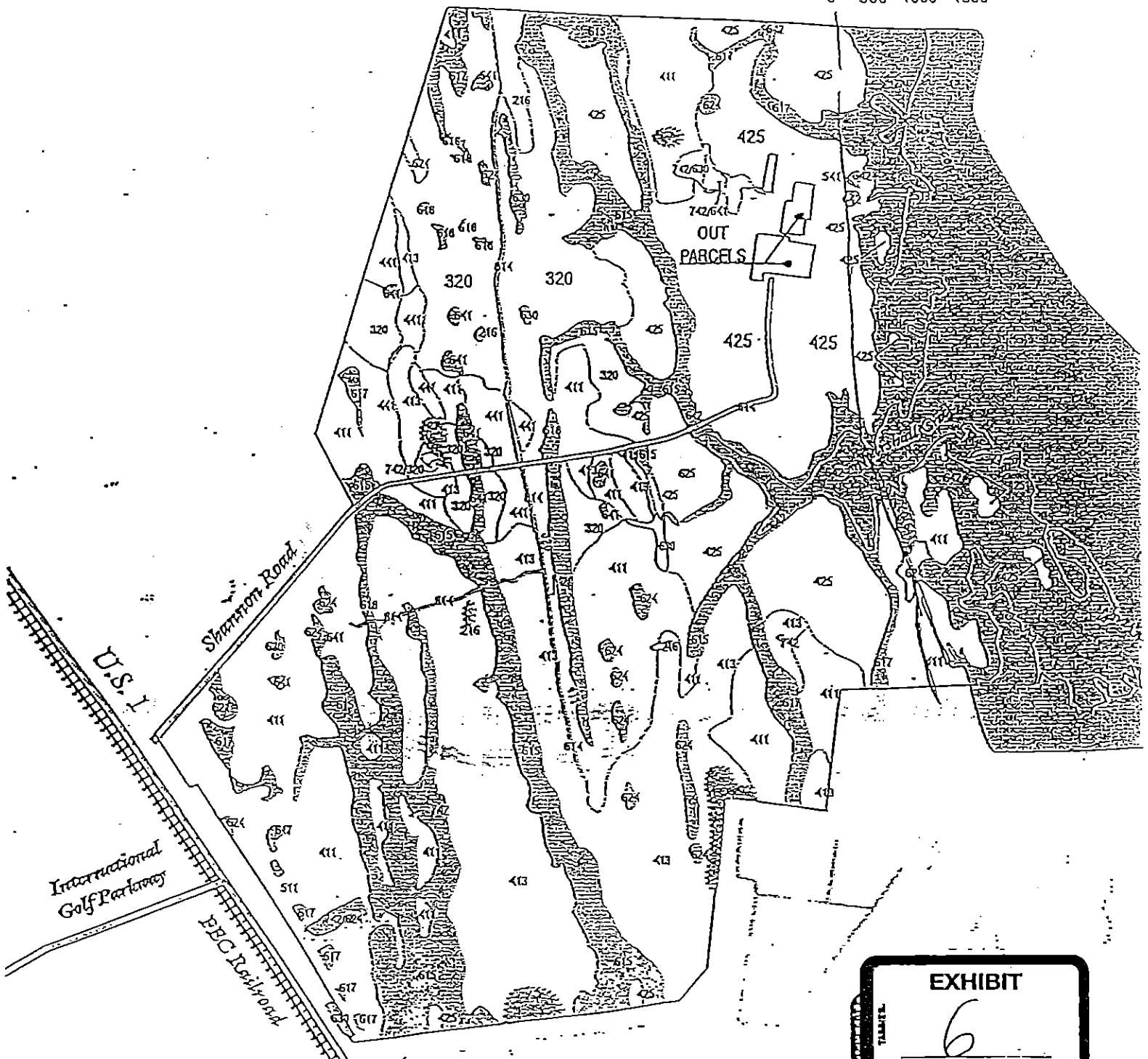
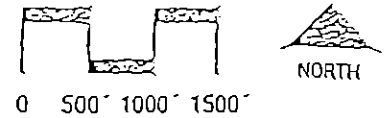
4

PROPOSED PROJECT PHASING

PHASE	RESIDENTIAL (Dus)	OFFICE (SQ.FT.)	RETAIL/SERVICE (SQ.FT.)
1 (1998-2003)	856	55,000	165,000
2 (2004-2009)	1,786	545,000	135,000
TOTAL	2,642	600,000	300,000



LEGEND		
	Gopher Tortoise Habitat	12.6 ac.



LEGEND

No.	Acres	Classification	4411	12	Sand Pine Plantation
216	8	Game Plot	742/320	>1	Borrow Pit/Shrub -
320	149	Shrub/Brushland & Pine Plantation	742/624	3	Brushland & Pine Plantation
411	14	Scrubby Flatwoods	742/630	4	Borrow Pit/Pine Wetland
411	298	Mesic Pine Flatwoods	742/641	1	Borrow Pit/
413	255	Sand Pine Scrub			Mixed Forested Wetland
425	284	Maritime Hammock			Fresh Water Marsh
441	27	Pine Plantation			
511	1	Ditch			
541	2	Open Water			
615	158	Bottomland Forest			
617	38	Mixed Wetland Hardwoods			
618	5	Scrub/Shrub Swamp			
621	11	Cypress			
624	6	Pine Wetland			
630	15	Mixed Forested Wetland			
641	12	Freshwater Marsh			
642	23	Salt Marsh			
742	>1	Borrow Pit			
814	15	Shannon Road/ Dirt Grade Road			

TOTAL 1343 Acres

Silviculture

EXHIBIT 7

Existing Land Use

Natural Resources

MAP D

0 500' 1000' 1500' NORTH

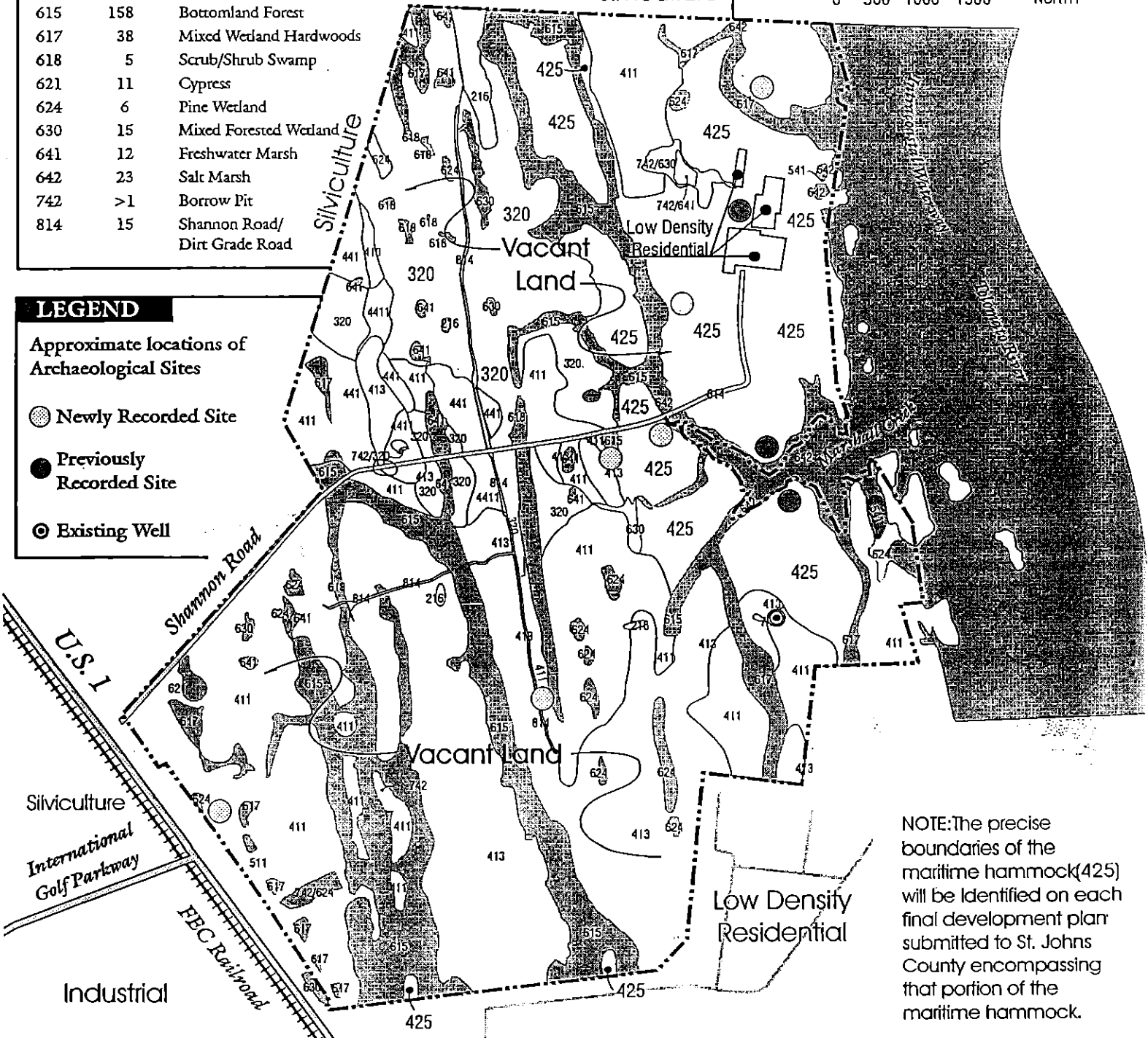
LEGEND

Approximate locations of Archaeological Sites

● Newly Recorded Site

● Previously Recorded Site

⊙ Existing Well



NOTE: The precise boundaries of the maritime hammock (425) will be identified on each final development plan submitted to St. Johns County encompassing that portion of the maritime hammock.

Water Quality Parameters.

Sampling and testing shall be conducted for some or all of the following water quality parameters using the following units:

Water Quality Parameter	Units
Field (in situ) Measurements:	
Temperature	°C
pH	std. units
Dissolved Oxygen (DO)	mg/l
Specific Conductance	µmhos/cm
Salinity	ppt
Turbidity	NTU
Flow	cm/sec
Secchi Disk Transparency	feet
Physical Properties	
Color	CU
Total Hardness	mg/l
Total Dissolved Solids (TDS)	mg/l
Total Suspended Solids (TSS)	mg/l
Inorganic Anions	
Alkalinity	mg/l
Total Phosphorus	mg/l
Nitrate/Nitrite Nitrogen (NO ₂ /NO ₃)	mg/l
Total Kjeldahl Nitrogen (TKN)	mg/l
Organics	
Biochemical Oxygen Demand (BOD)	mg/l
Bacteria	#/100 ml
Total Coliform (TC)	#/100 ml
Fecal Coliform (FC)	
Benthic Macroinvertebrates	[numeric indices]
Community Biometrics (3 reps)	[numeric scores]
Habitat Assessment	
Pesticides and Herbicides used on Golf Course¹	

¹ Semiannual sampling and testing for pesticides and herbicides shall be conducted at one location within Marshall Creek approved by FDEP once the golf course is in operation.

EXHIBIT 8

WATER QUALITY MONITORING PLAN

Introduction.

This is the Water Quality Monitoring Plan required by Specific Condition 9 of the Marshall Creek DRI Development Order. This Water Quality Monitoring Plan will be implemented by the Developer in cooperation with the Northeast District of the Florida Department of Environmental Protection. This Water Quality Monitoring Plan is designed to establish the background surface water quality specific to the Project's receiving water and to monitor that water quality throughout construction of the Project. Water quality monitoring shall commence upon NEDFDEP approval of a Quality Assurance Project Plan (QAPP) and shall end upon substantial completion of the Project, termination of the DRI or by agreement of the NEDFDEP and the Developer that water quality monitoring is no longer required.

Sampling Sites.

Water quality sampling shall be conducted in accordance with the schedule outlined below at the following sampling sites:

1. Within Stokes Creek at or near the southern boundary of the Project where the waters of Stokes Creek leave the Project. This will allow evaluation of the quality of the water within Stokes Creek as it is influenced by activities within the Project.
2. Within Marshall Creek near the eastern edge of the upland areas of the site. This will allow evaluation of the quality of the water within Marshall Creek as it is influenced by activities within the project.
3. Within the northerly branch of Marshall Creek downstream of the point where the channels converge.
4. Within the southeastern branch of Marshall Creek downstream of the point where the channels converge.
5. Within the southwestern branch of Marshall Creek downstream of the point where the channels converge.
6. Additional sampling sites may be identified for the purpose of monitoring the impact that discharges from the stormwater retention system may have on the adjacent outstanding Florida Water. Such additional sampling will be limited to elements of the stormwater treatment system that discharge into the Tolomato River, Marshall Creek south of Shannon Road or their associated marshes. The exact sampling location will be approved by the Northeast District of the FDEP and sampling sites will be downstream of all structural and non-structural elements of the stormwater treatment system so that the entire treatment train is taken into account.

Water Quality Study.

1. Quality Assurance Project Plan Submittal and Approval

A Quality Assurance Project Plan (QAPP) shall be submitted to and reviewed and approved by the NEDFDEP.

2. Surface Water Sampling.

Surface Water Sampling shall be conducted at the sampling sites in accordance with approved NEDFDEP methods and procedures described in the FDEP Standard Operating Procedures Manual. Initial background data collection shall begin prior to commencement of construction. The goal shall be to have six (6) samples prior to commencement of construction but construction shall not be delayed as a result of delays in review and approval of the QAPP. Quarterly sampling (or semiannually as approved by the NEDFDEP) shall then be conducted through buildout of the Project. NEDFDEP may approve sampling at less than all of the sampling sites if activities with a potential for introduction of pollutants are not being conducted within areas of the site that would be monitored by a particular monitoring site.

3. Laboratory Services.

The laboratory analyzing the samples must hold a current approved comprehensive QAP.

4. Reporting.

At the conclusion of background data collection, an initial report shall summarize and discuss the background surface water quality data and conditions for each sampling site. A tabular display of the data shall be included. The status of the sample sites shall be discussed as to pertinent observation of the water quality background conditions in accordance with FDEP Chapter 62-302 F.A.C., Surface Water Quality Criteria. Raw data will be presented.

Thereafter, surface quality data shall be collected quarterly (or semiannually as approved by the NEDFDEP). Quarterly (semiannual) reports will summarize and discuss the quarterly (semiannual) data and conditions for each sampling site. Cumulative tabular display of the data shall be included. The status of the sampling site shall be discussed as to pertinent observations of the water quality background conditions, in accordance with FDEP Chapter 62-302 F.A.C., Surface Water Quality Criteria. Raw data shall be presented in an Appendix.

Annual reports shall summarize annual data and conditions.

Reevaluation.

Every five (5) years, unless otherwise agreed upon by NEDFDEP and the Developer, the Water Quality Monitoring Plan shall be discussed and evaluated pursuant to Chapter 62.302 F.A.C. Methodology specific to water quality sampling, frequency, sample locations and parameters shall be evaluated and, if necessary, modified. Construction phase, progress, date of sampling, schedules and any other relevant scheduling activities may be discussed and agreed upon during this meeting. Reevaluation may occur sooner than every five (5) years at the request of either the Developer or the NEDFDEP with the consent of the other party.